

# AMAZING FANTASY

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY

M  
C

12¢

15  
AUG.

THOUGH  
THE WORLD  
MAY MOCK  
PETER  
PARKER,  
THE TIMID  
TEEN-  
AGER...

...IT WILL  
SOON MARVEL  
AT THE  
AWESOME  
MIGHT OF...  
**SPIDER-MAN!**

INTRODUCING

## SPIDER MAN

ALSO IN THIS ISSUE:

AN IMPORTANT  
MESSAGE TO  
YOU, FROM THE  
EDITOR--ABOUT  
THE NEW  
AMAZING!





# SPIDER-MAN!

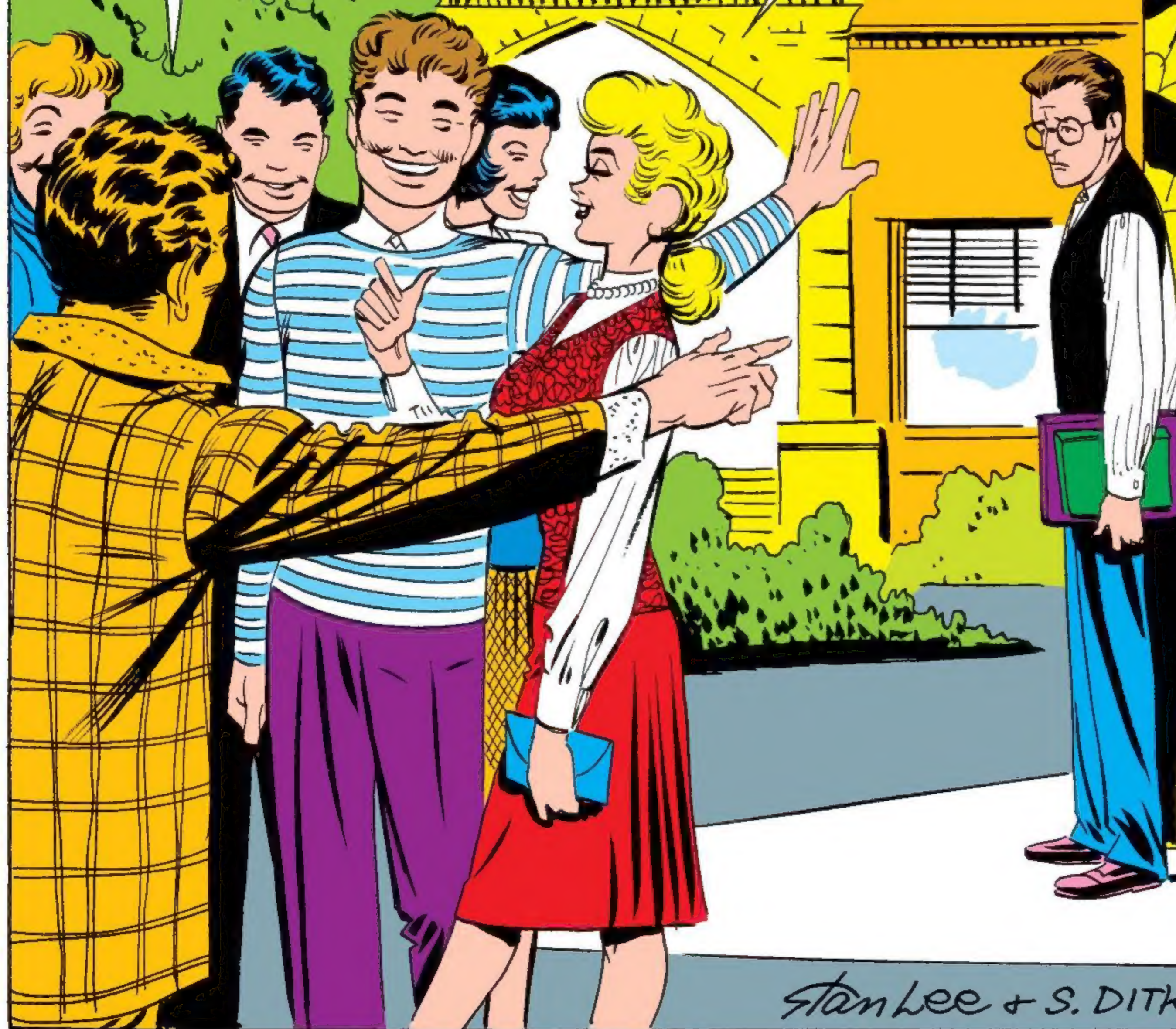


LIKE COSTUME HEROES? CONFIDENTIALLY, WE IN THE COMIC MAG BUSINESS REFER TO THEM AS "LONG UNDERWEAR CHARACTERS"! AND, AS YOU KNOW, THEY'RE A DIME A DOZEN! BUT, WE THINK YOU MAY FIND OUR **SPIDERMAN** JUST A BIT... DIFFERENT!

SAY, GANG, WE NEED ONE MORE GUY FOR THE DANCE! HOW ABOUT **PETER PARKER** OVER THERE?

ARE YOU **KIDDIN'?** THAT BOOKWORM WOULDN'T KNOW A CHA-CHA FROM A WALTZ!

**PETER PARKER?** HE'S MIDTOWN HIGH'S ONLY PROFESSIONAL WALL FLOWER!



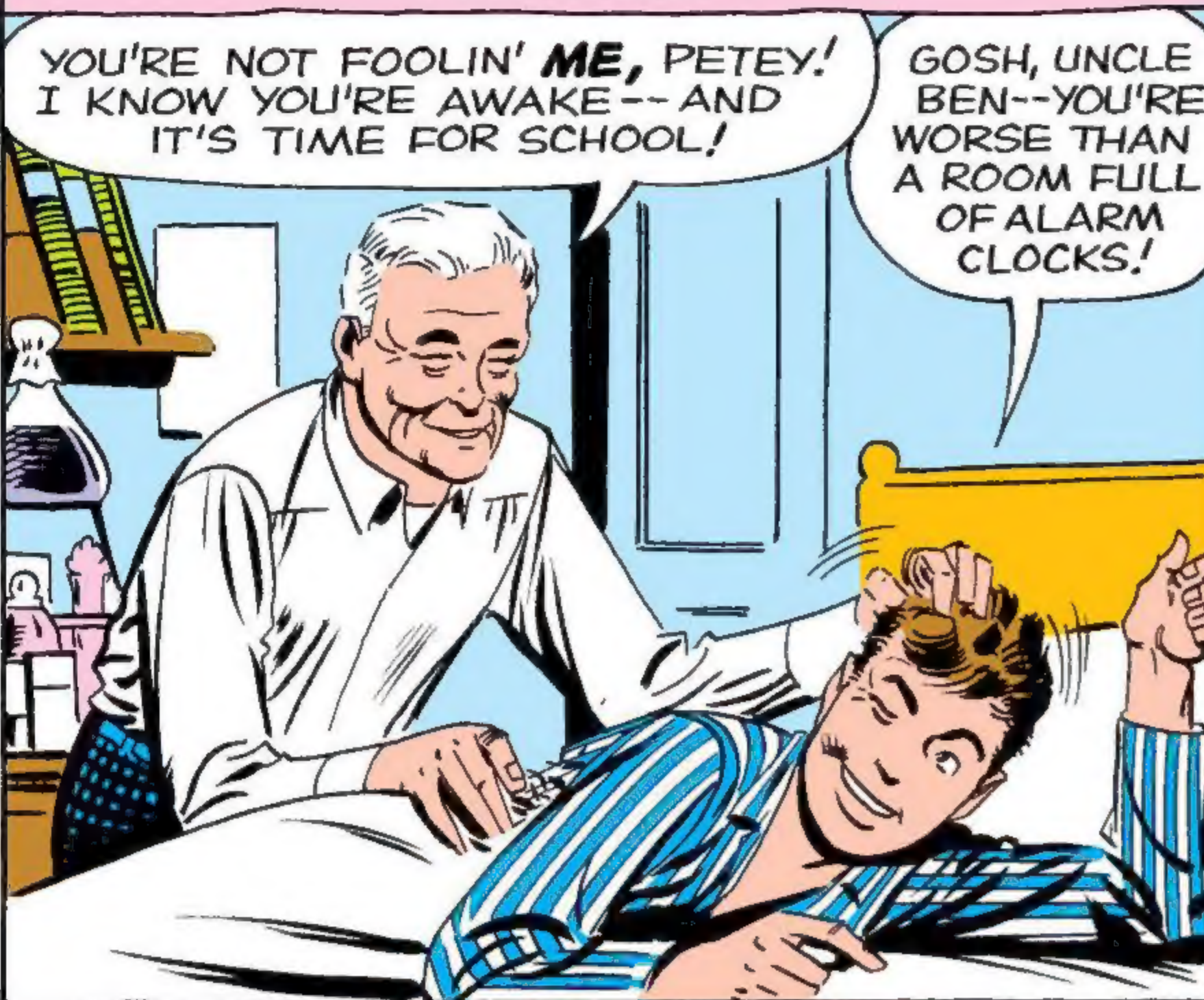
Stan Lee + S. DITKO

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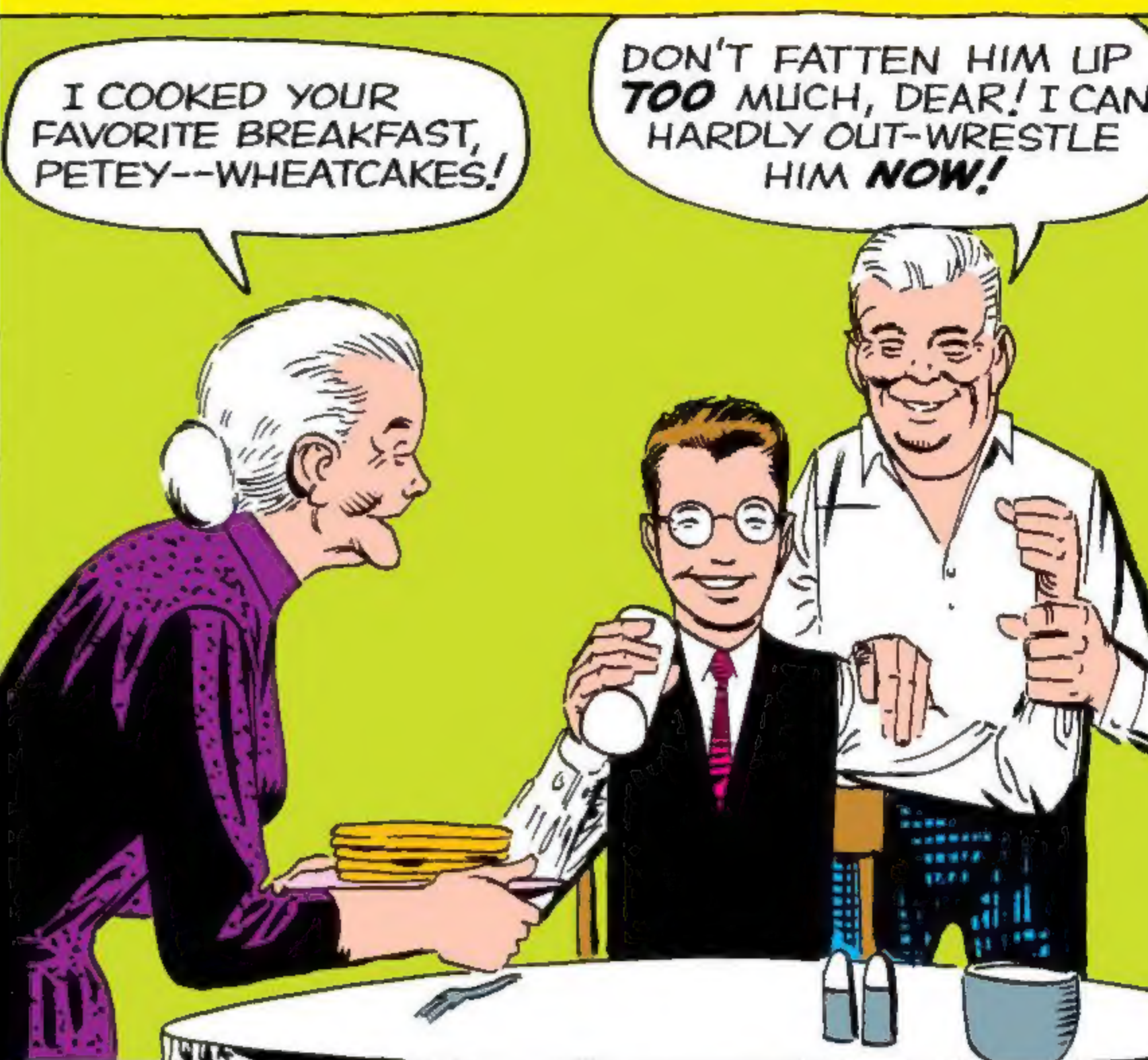
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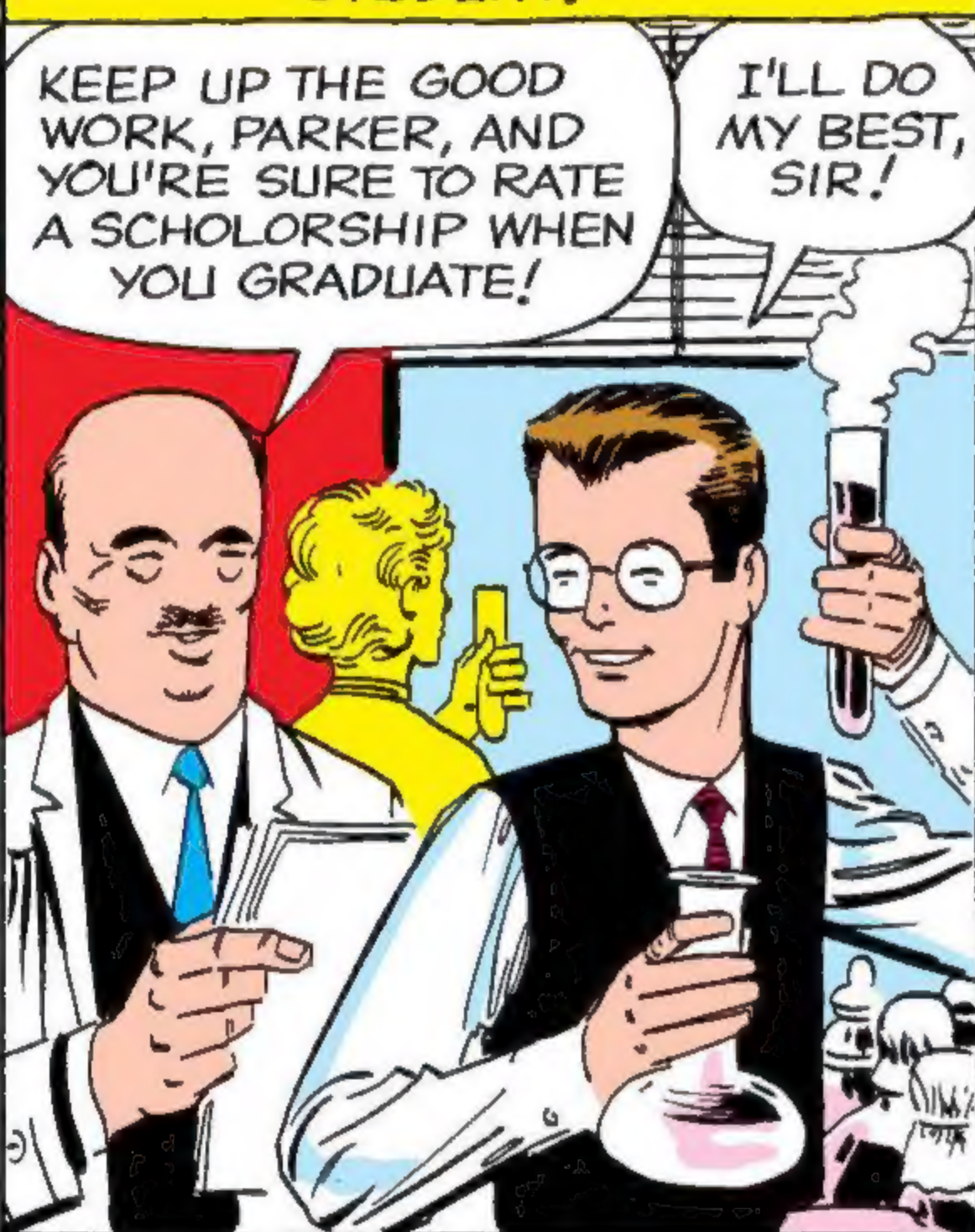
AS YOU MAY HAVE GATHERED, PETER PARKER WAS FAR FROM BEING THE BIGGEST MAN ON CAMPUS! BUT, HIS UNCLE BEN THOUGHT HE WAS A PRETTY SPECIAL LAD...



AS FOR PETE'S AUNT MAY, SHE THOUGHT THE SUN ROSE AND SET UPON HER NEPHEW!



THE FACULTY AT MIDTOWN HIGH WERE ALSO FOND OF THE CLEAN-CUT, HARD-WORKING HONOR STUDENT!



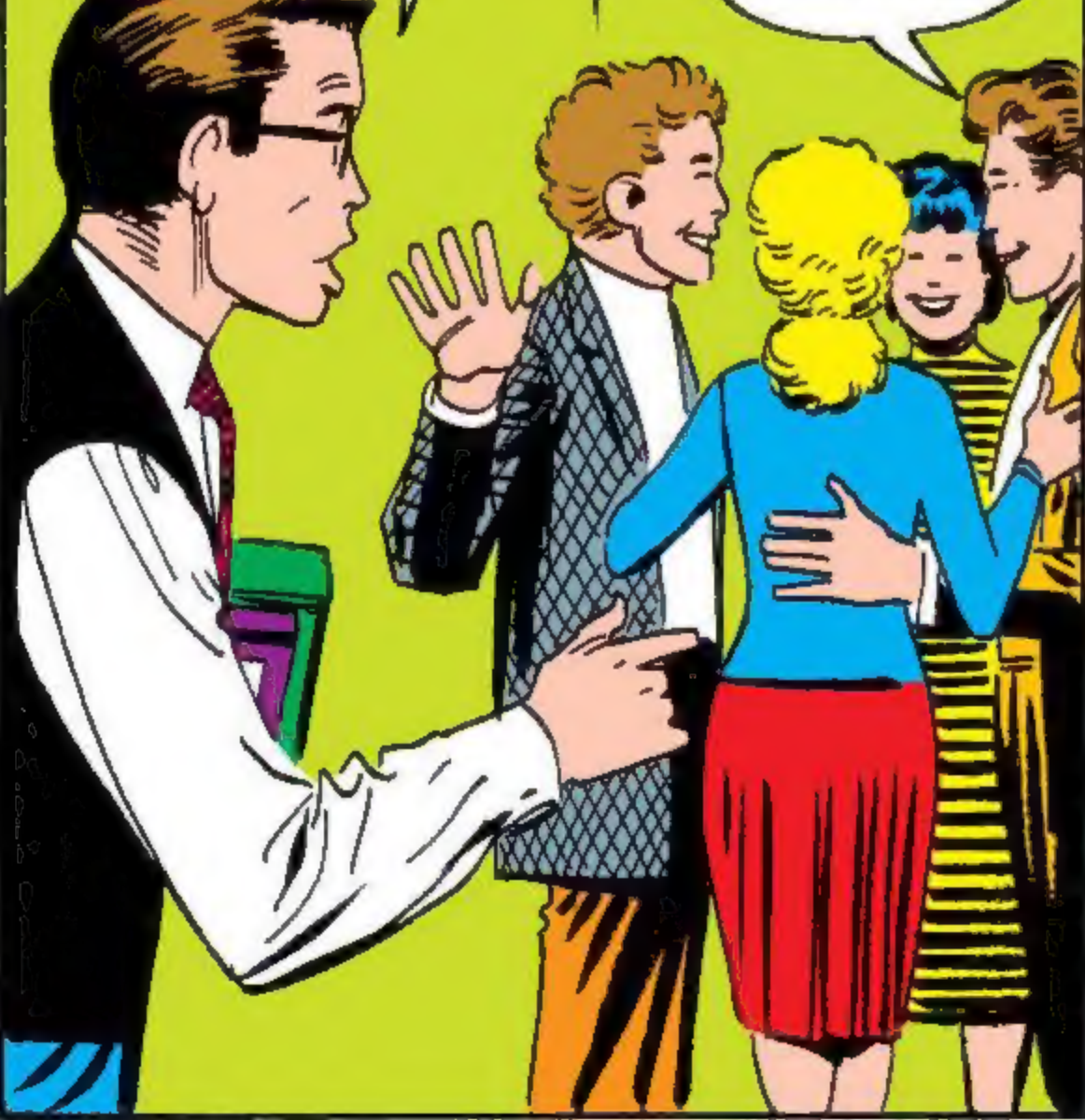
BUT ALAS, OTHER TEEN-AGERS CAN SOMETIMES, UNWITTINGLY, BE SO VERY CRUEL TO A SHY YOUNG MAN...



...NOT WHEN DREAM BOATS LIKE FLASH THOMPSON ARE AROUND!



LOOK, THERE'S A GREAT NEW EXHIBIT AT THE SCIENCE HALL TONIGHT! WOULD ANY OF YOU LIKE TO GO WITH ME?



YES, FOR SOME, BEING A TEEN-AGER HAS MANY HEART-BREAKING MOMENTS!



SOME DAY I'LL SHOW THEM! ~~SOB~~ SOME DAY THEY'LL BE SORRY! --SORRY THAT THEY LAUGHED AT ME!

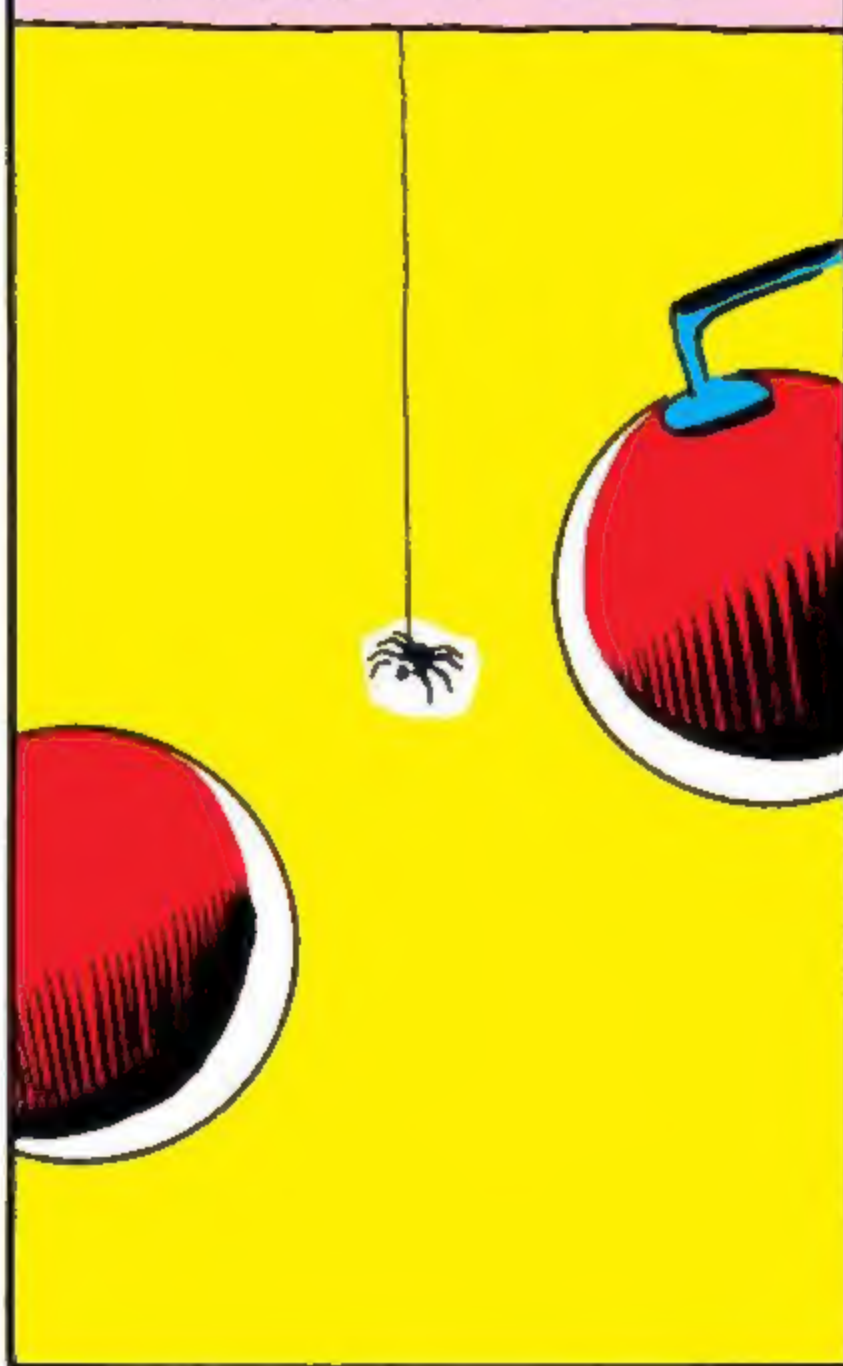




AND, A FEW MINUTES LATER, PETER PARKER FORGETS THE TAUNTS OF HIS CLASSMATES AS HE IS TRANSPORTED TO ANOTHER WORLD-- THE FASCINATING WORLD OF ATOMIC SCIENCE!



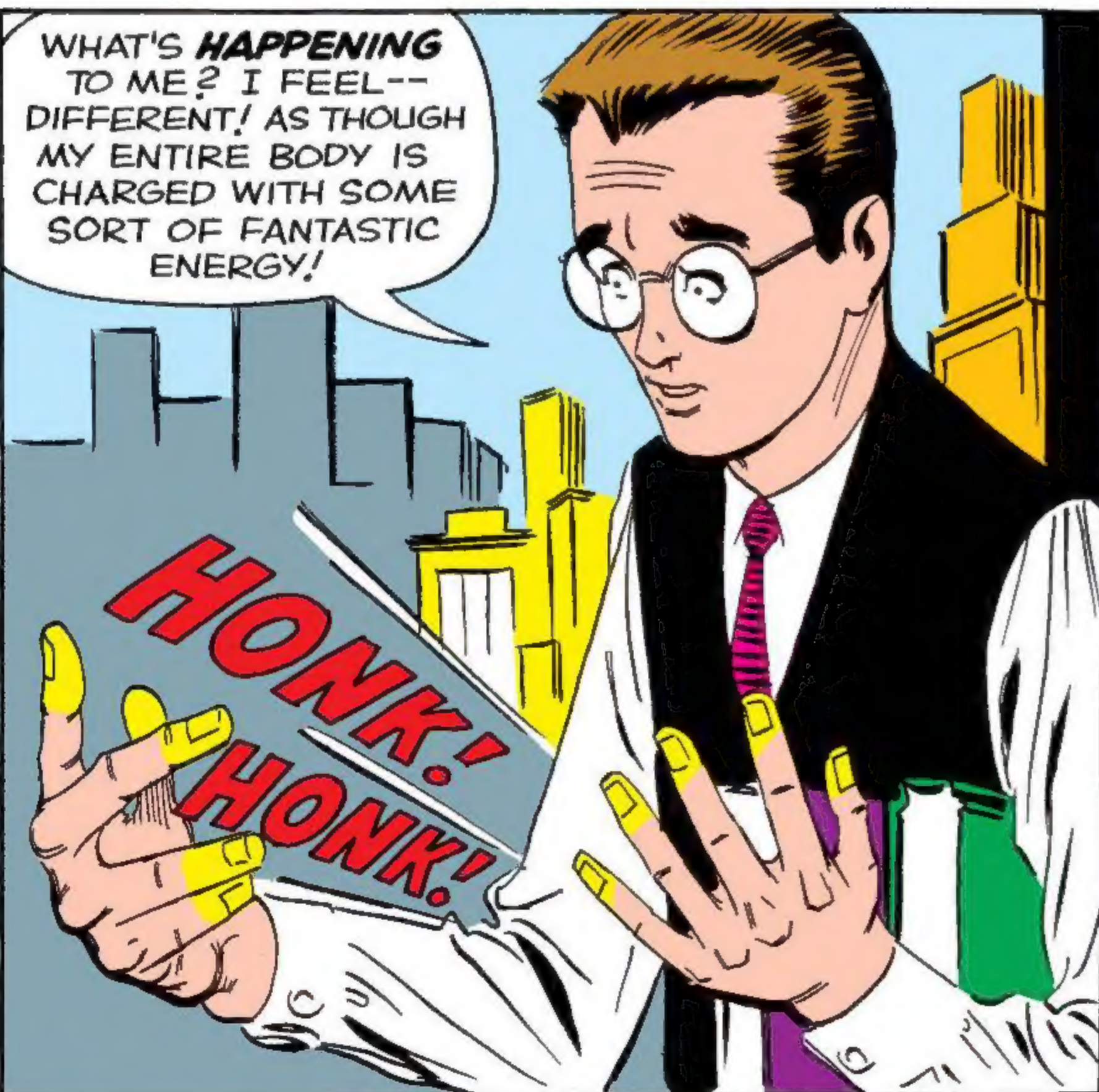
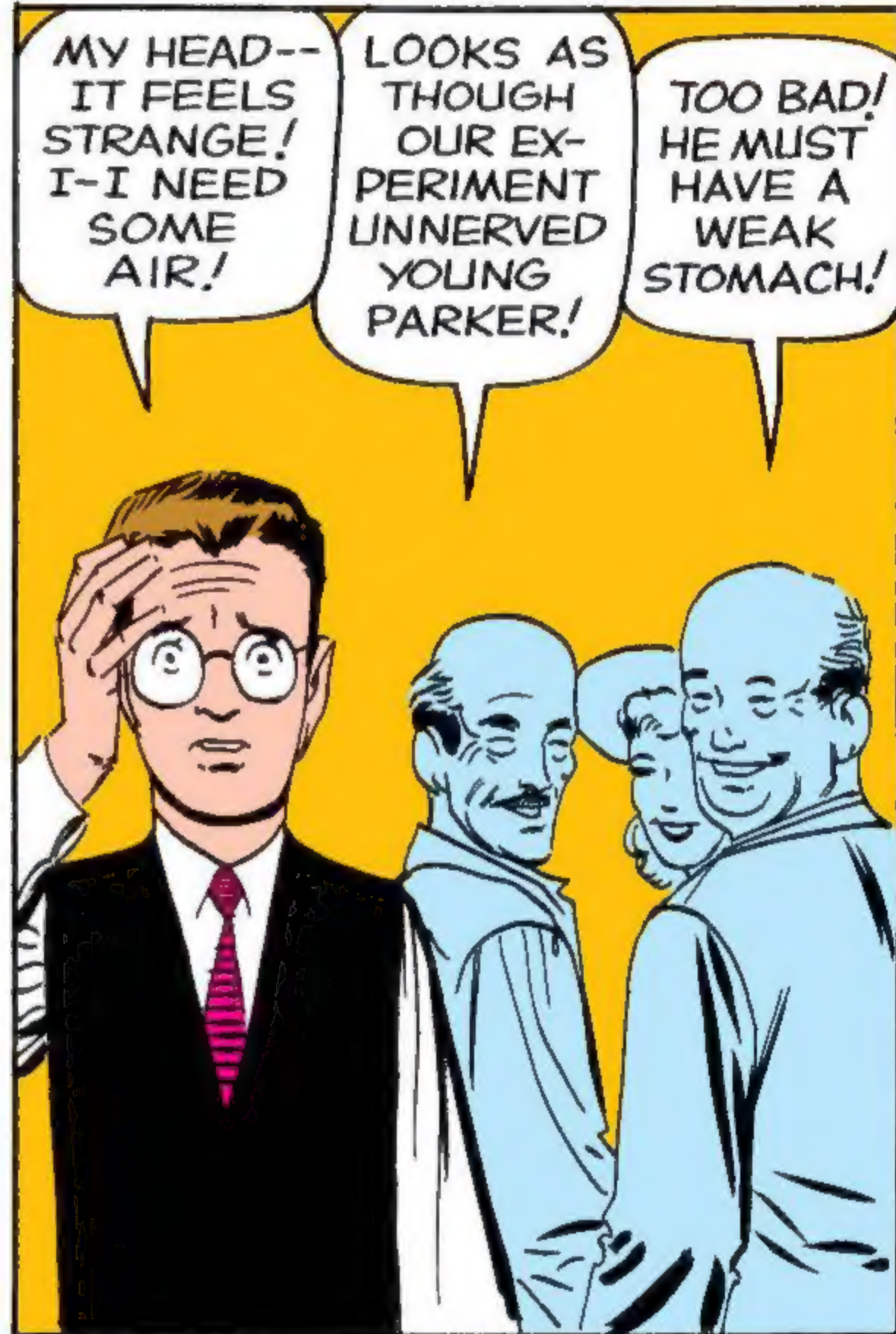
BUT, AS THE EXPERIMENT BEGINS, NO ONE NOTICES A TINY SPIDER, DESCENDING FROM THE CEILING ON AN ALMOST INVISIBLE STRAND OF WEB...



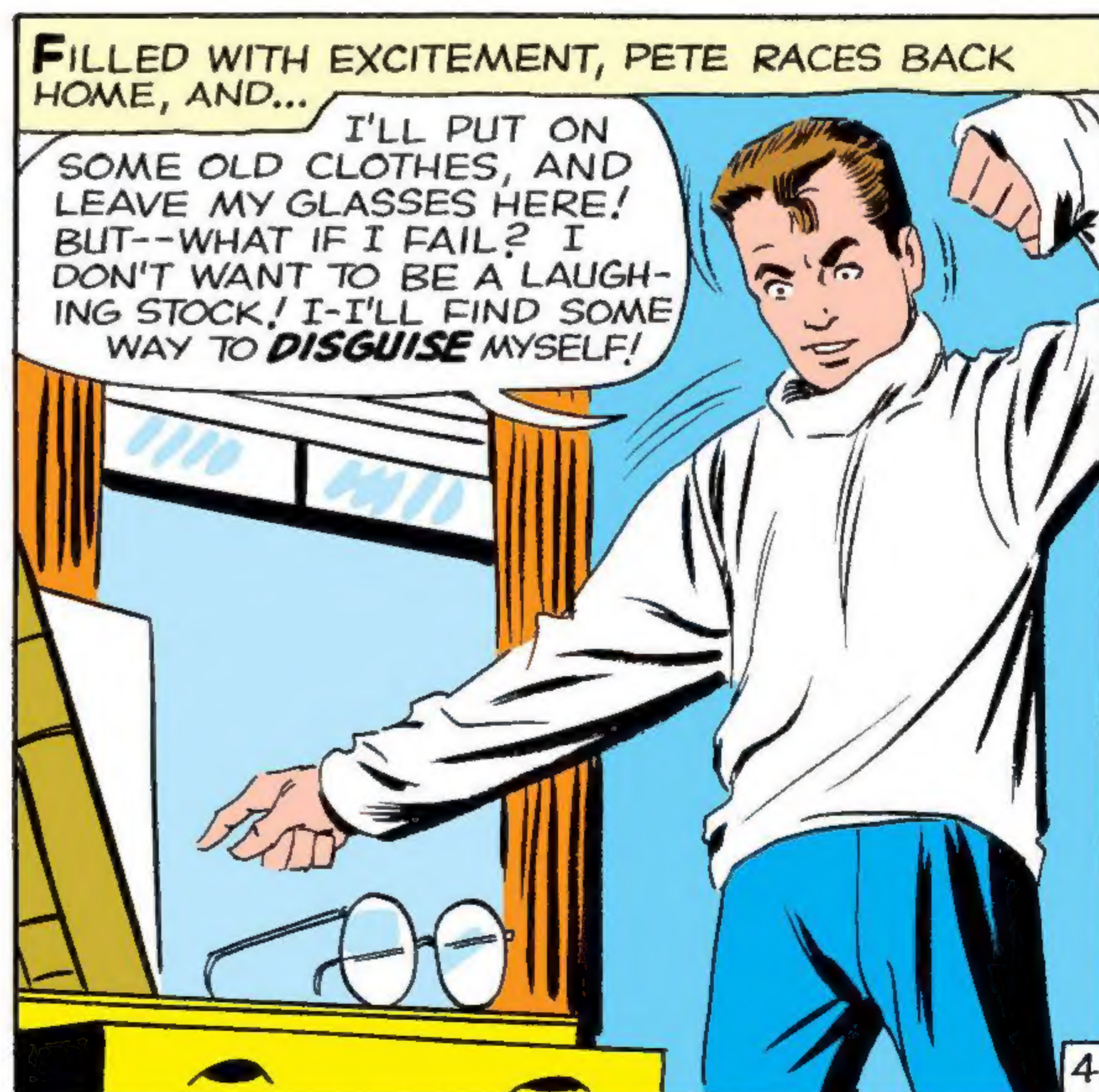
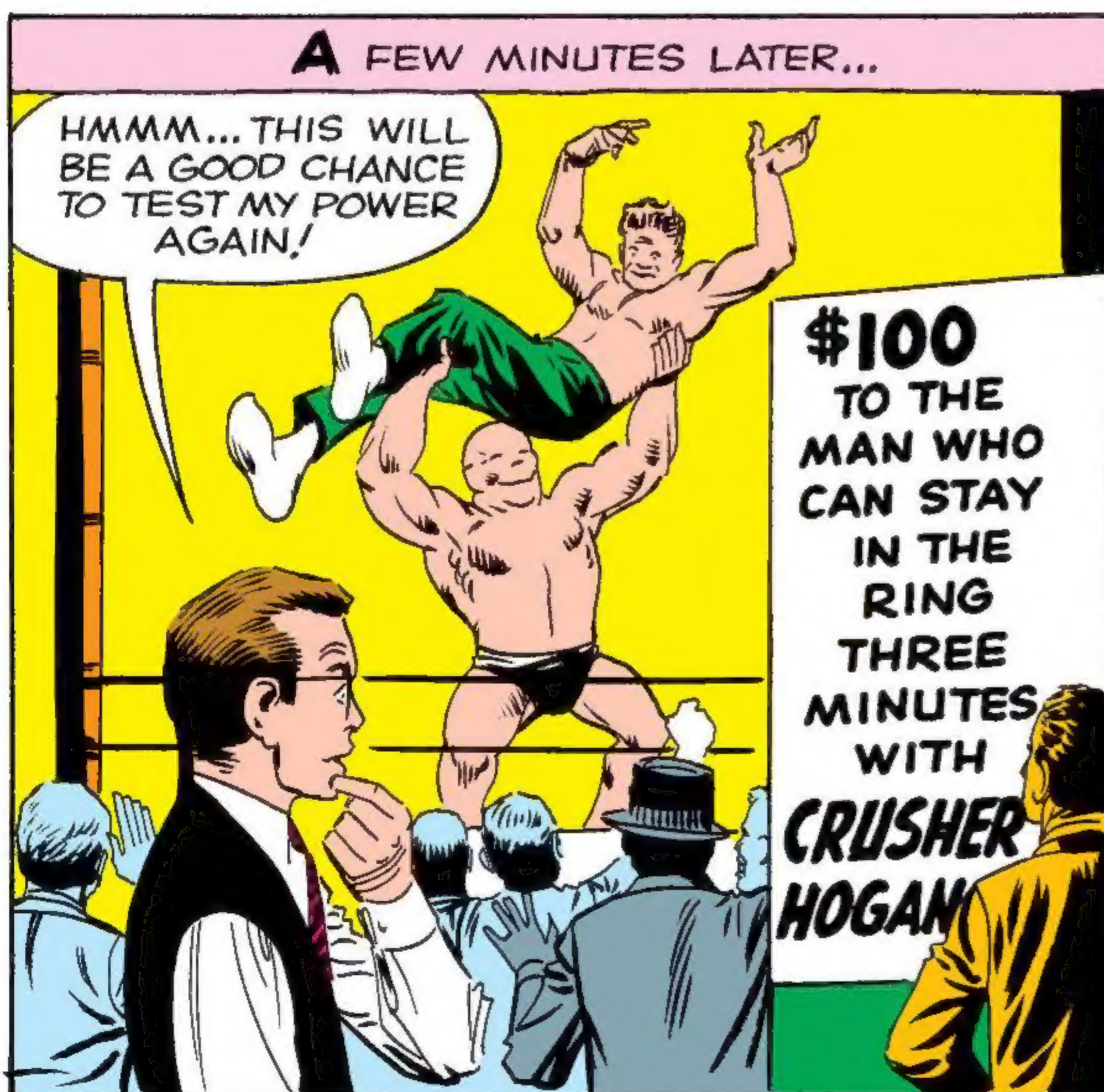
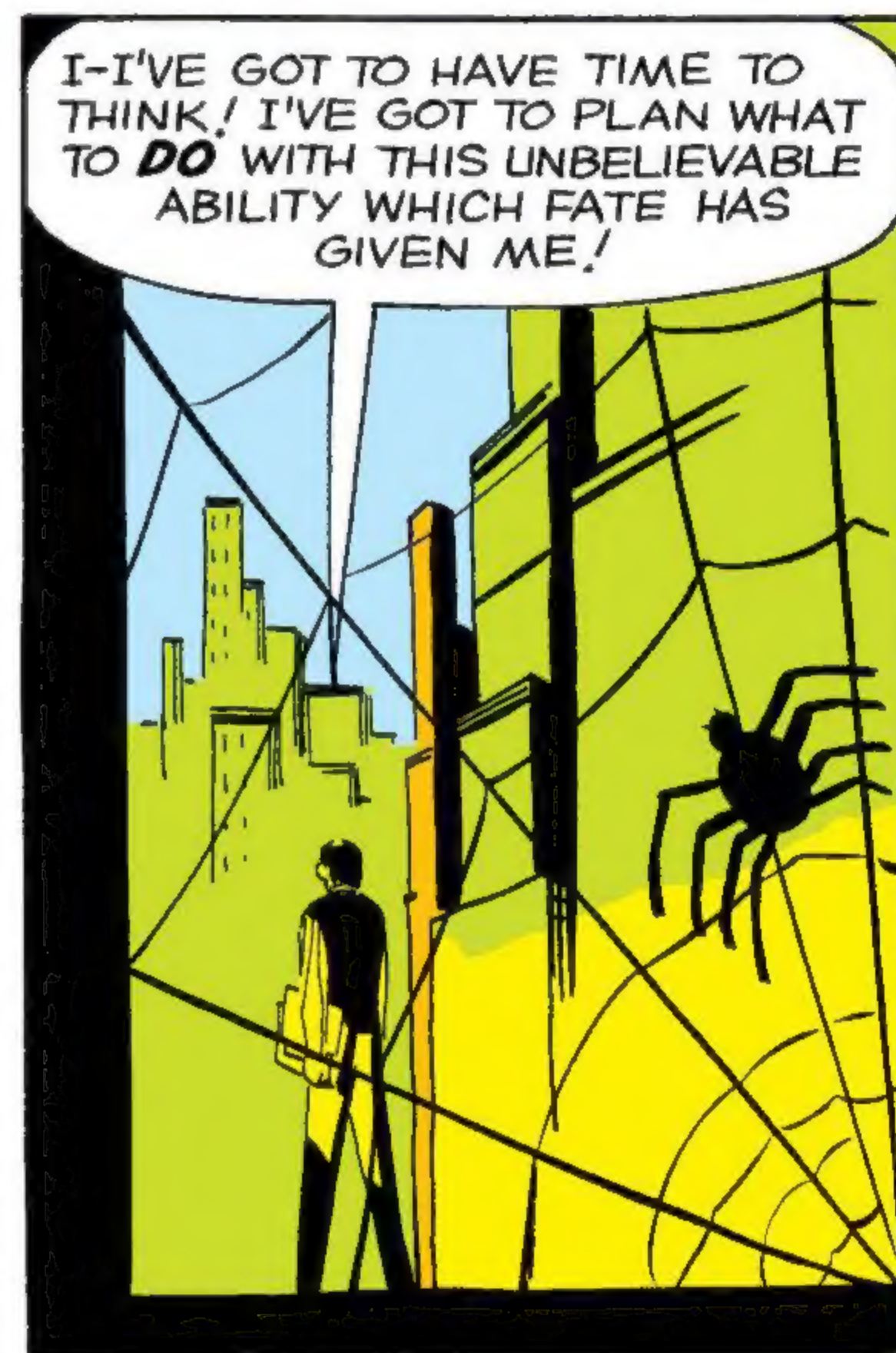
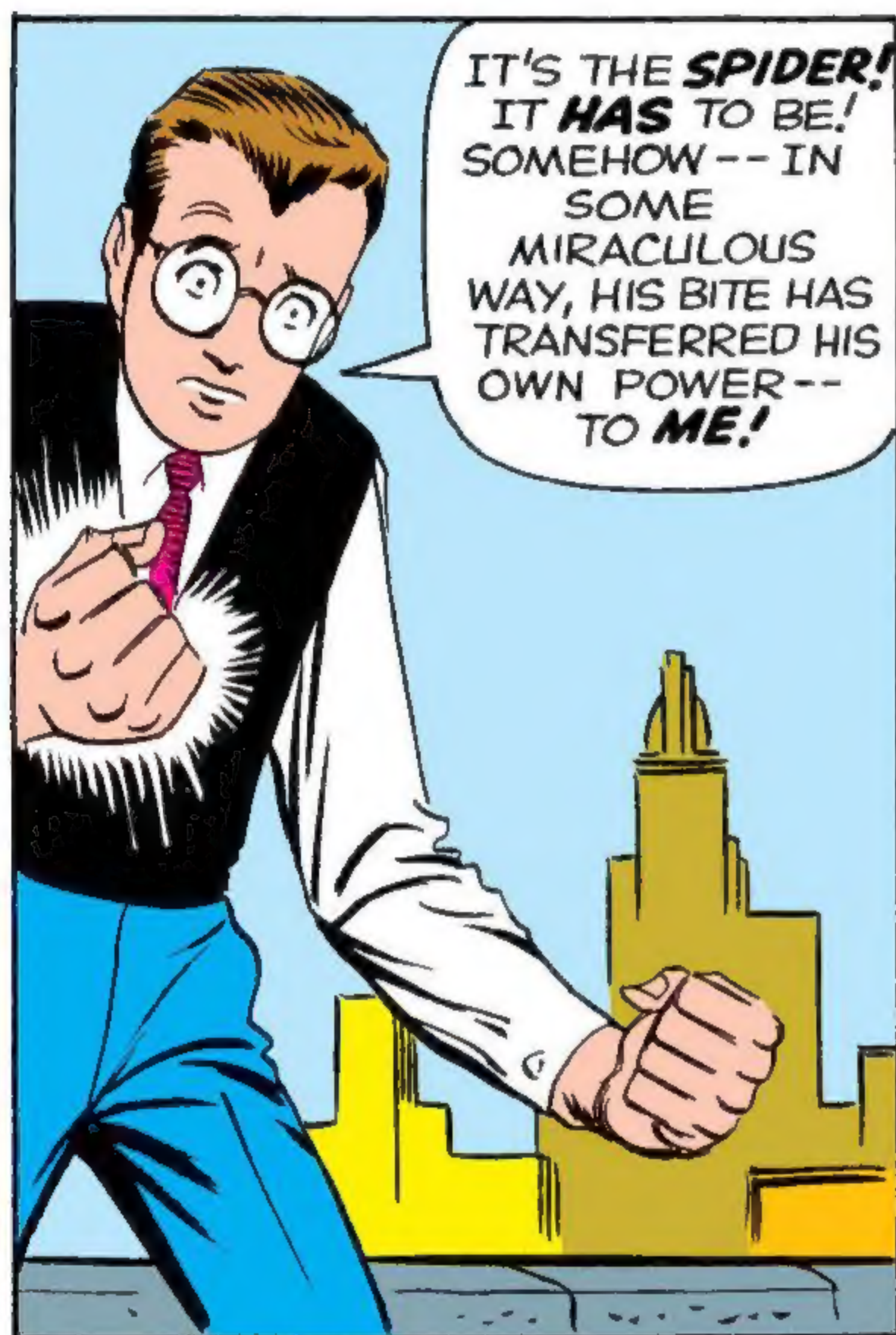
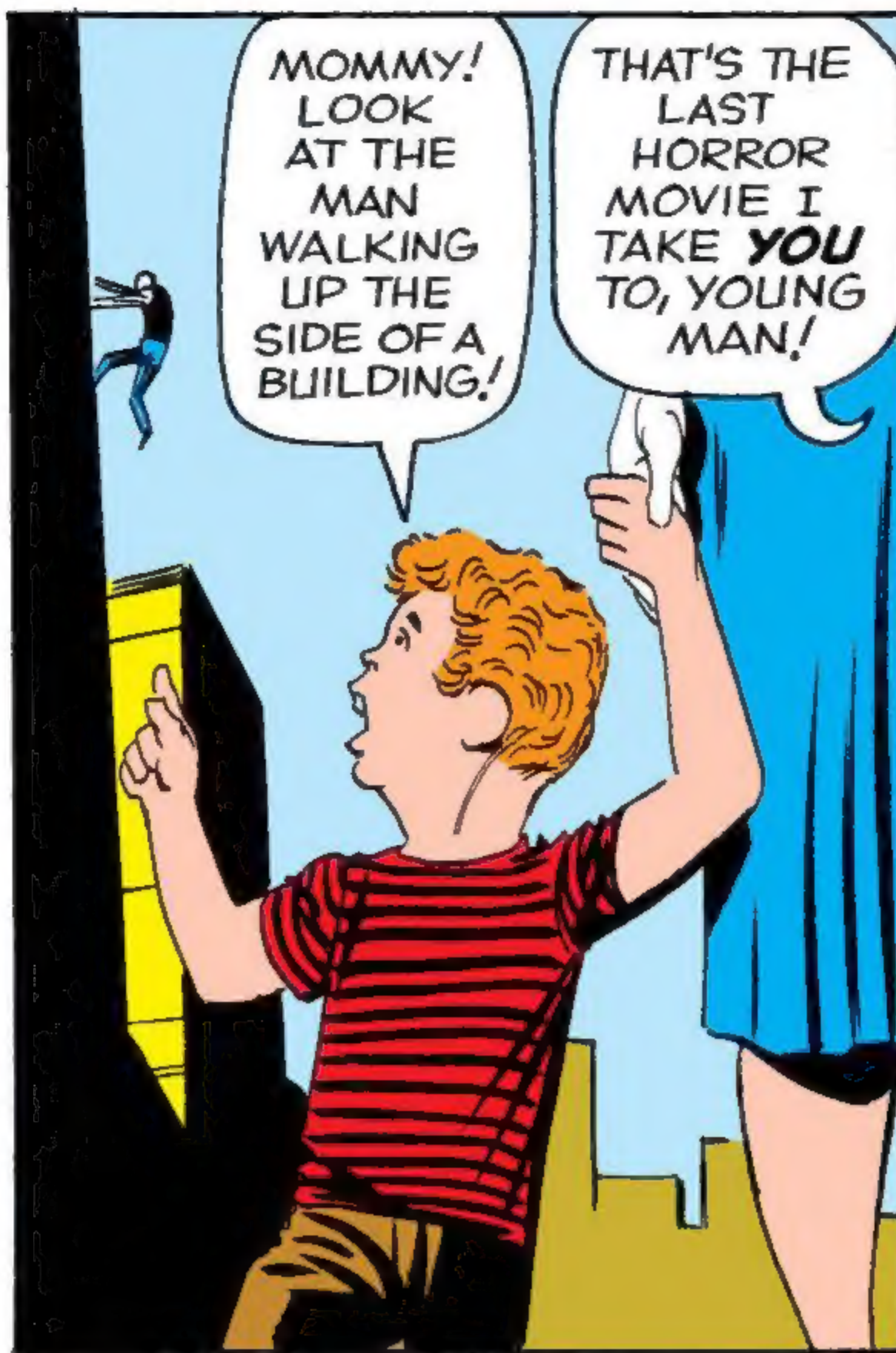
A SPIDER WHOM FATE HAS GIVEN A STARRING, IF BRIEF, ROLE TO PLAY IN THE DRAMA WE CALL LIFE!



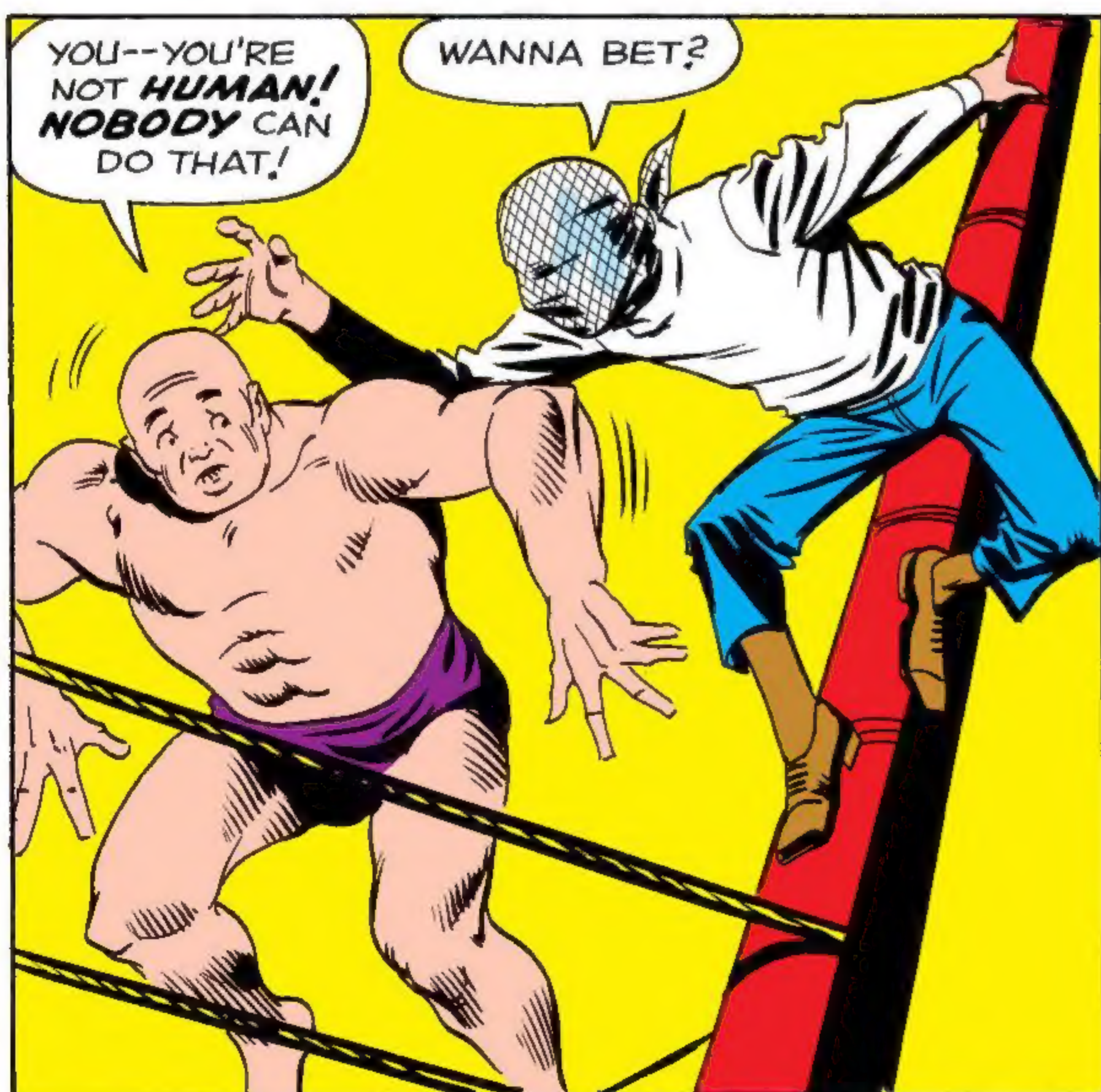
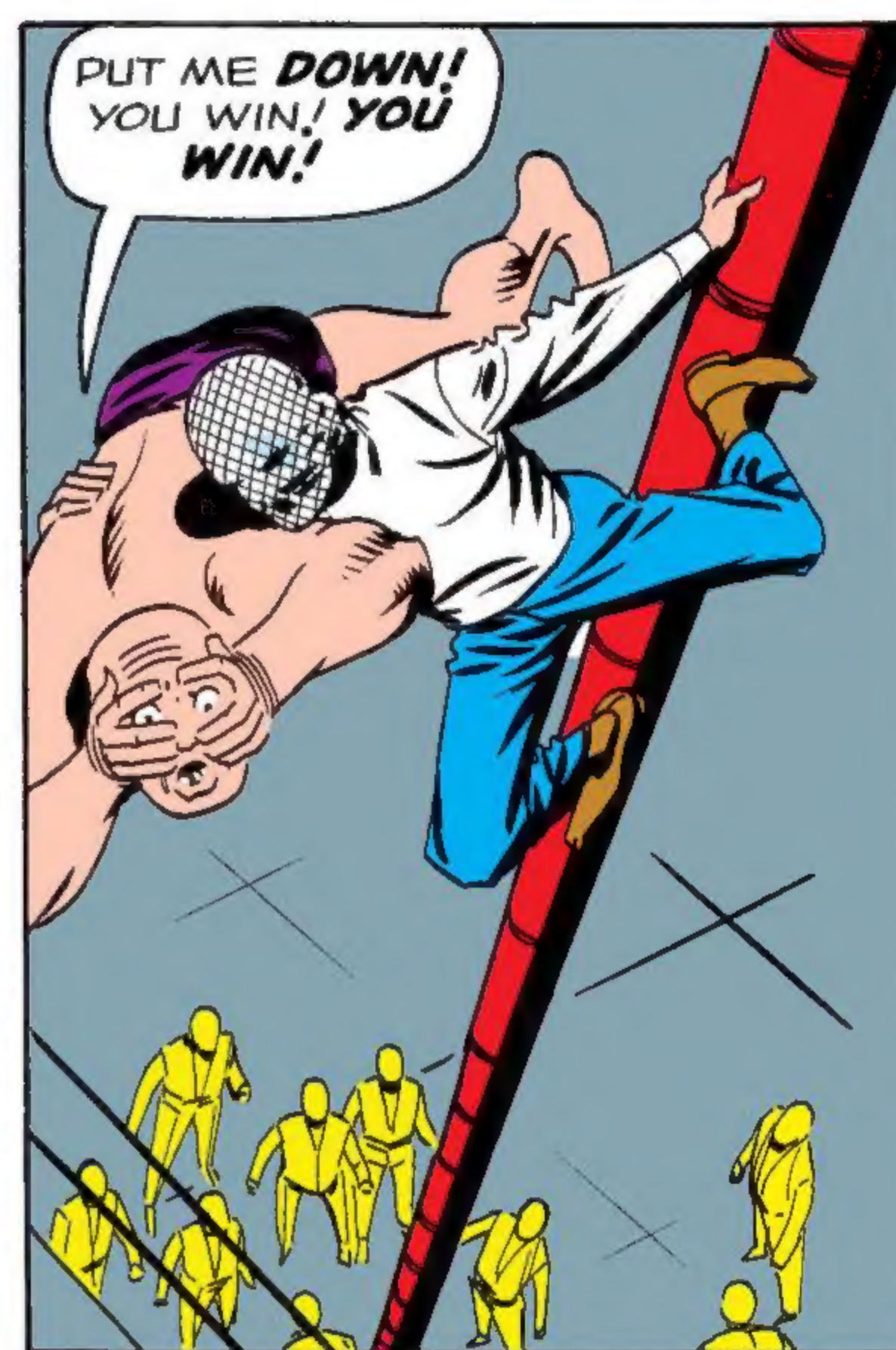
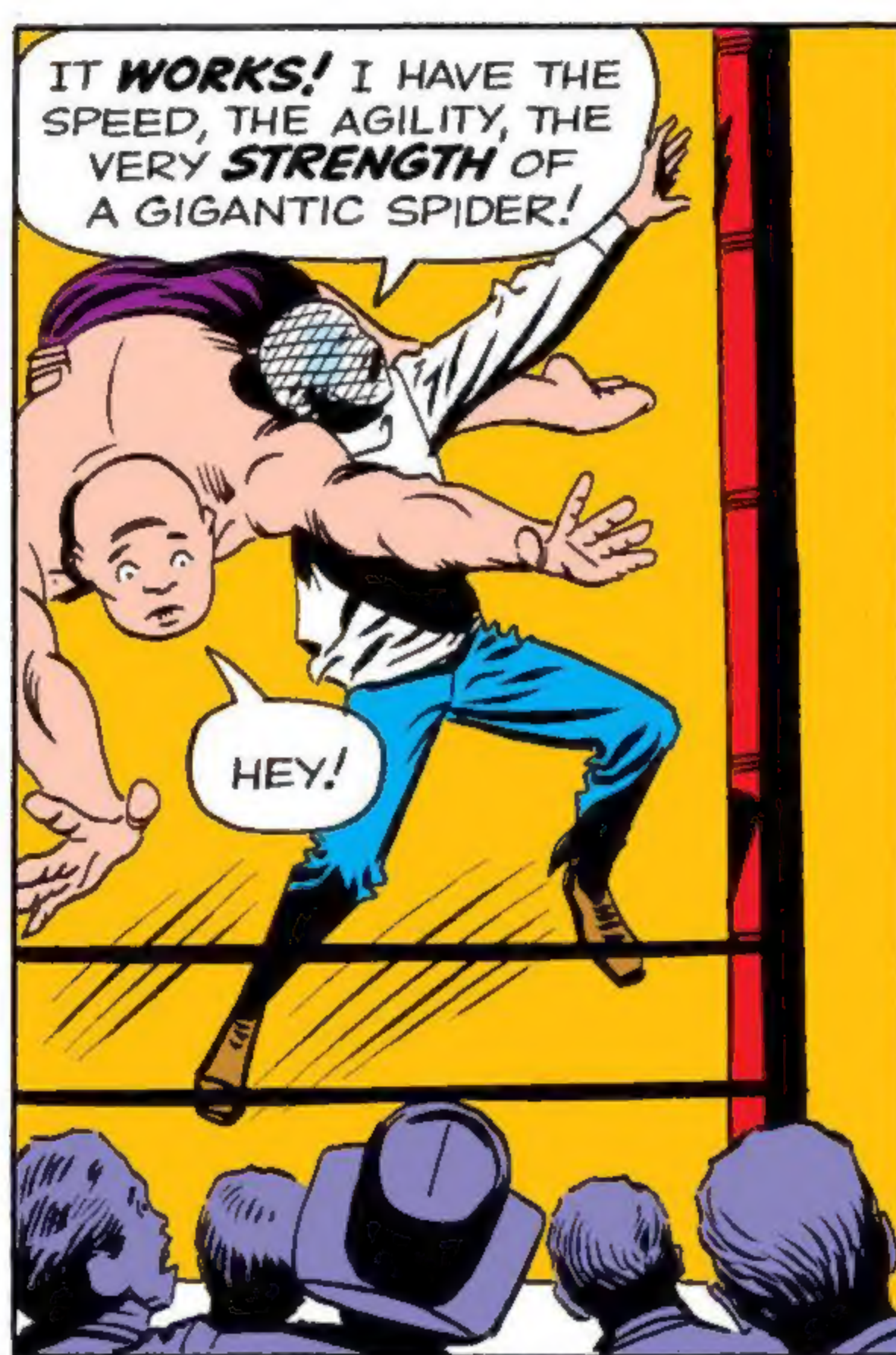
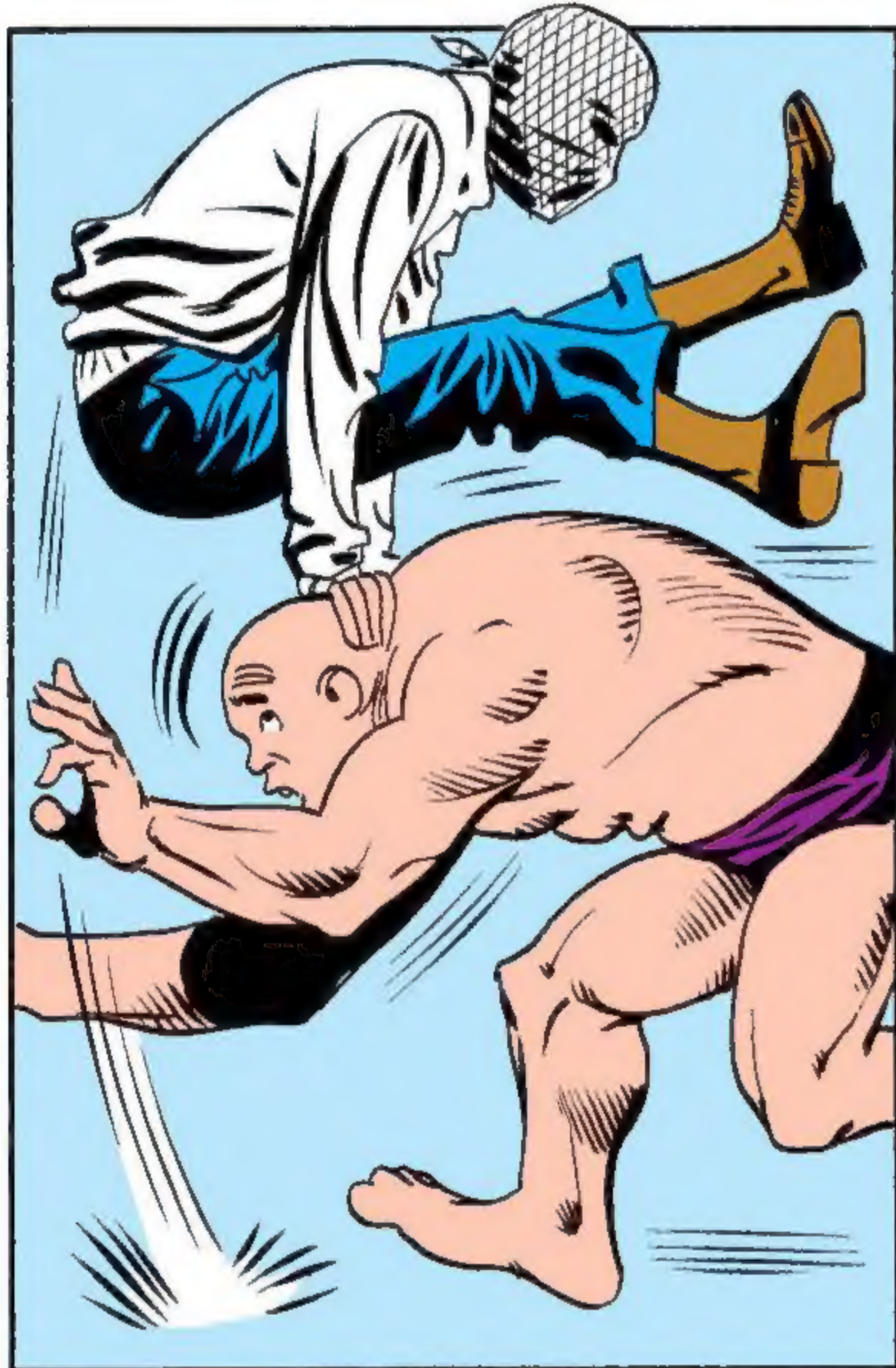
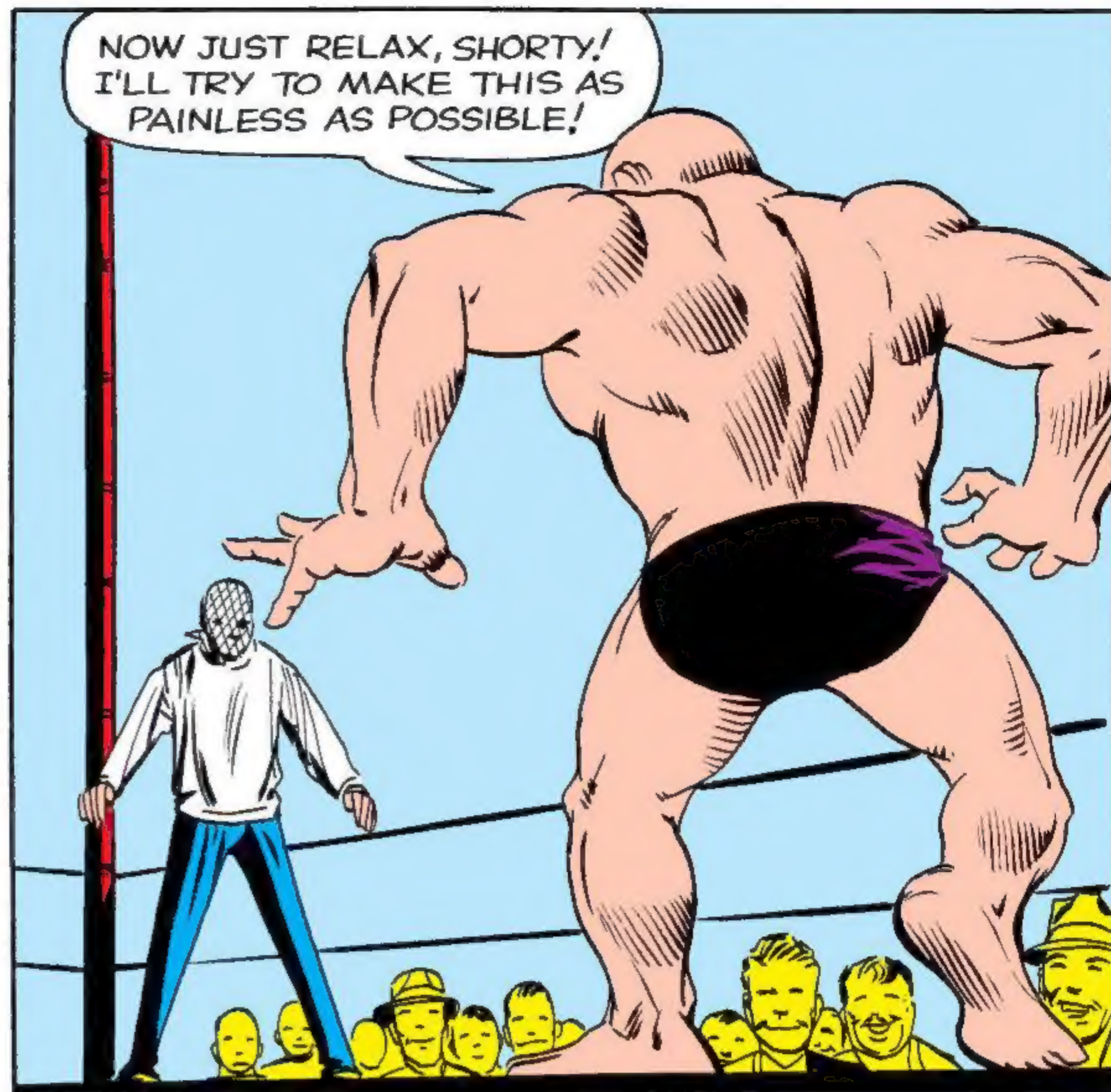
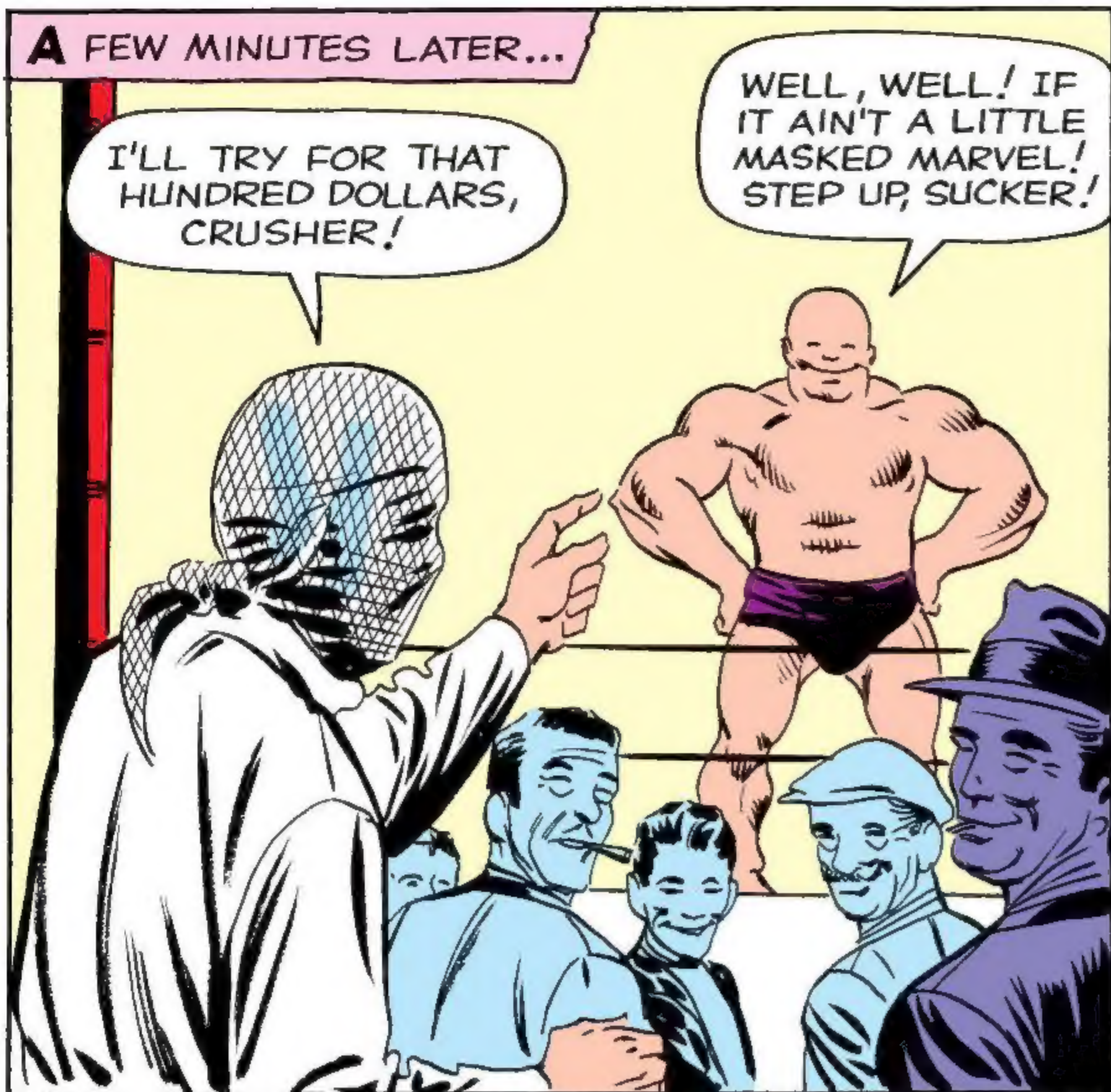
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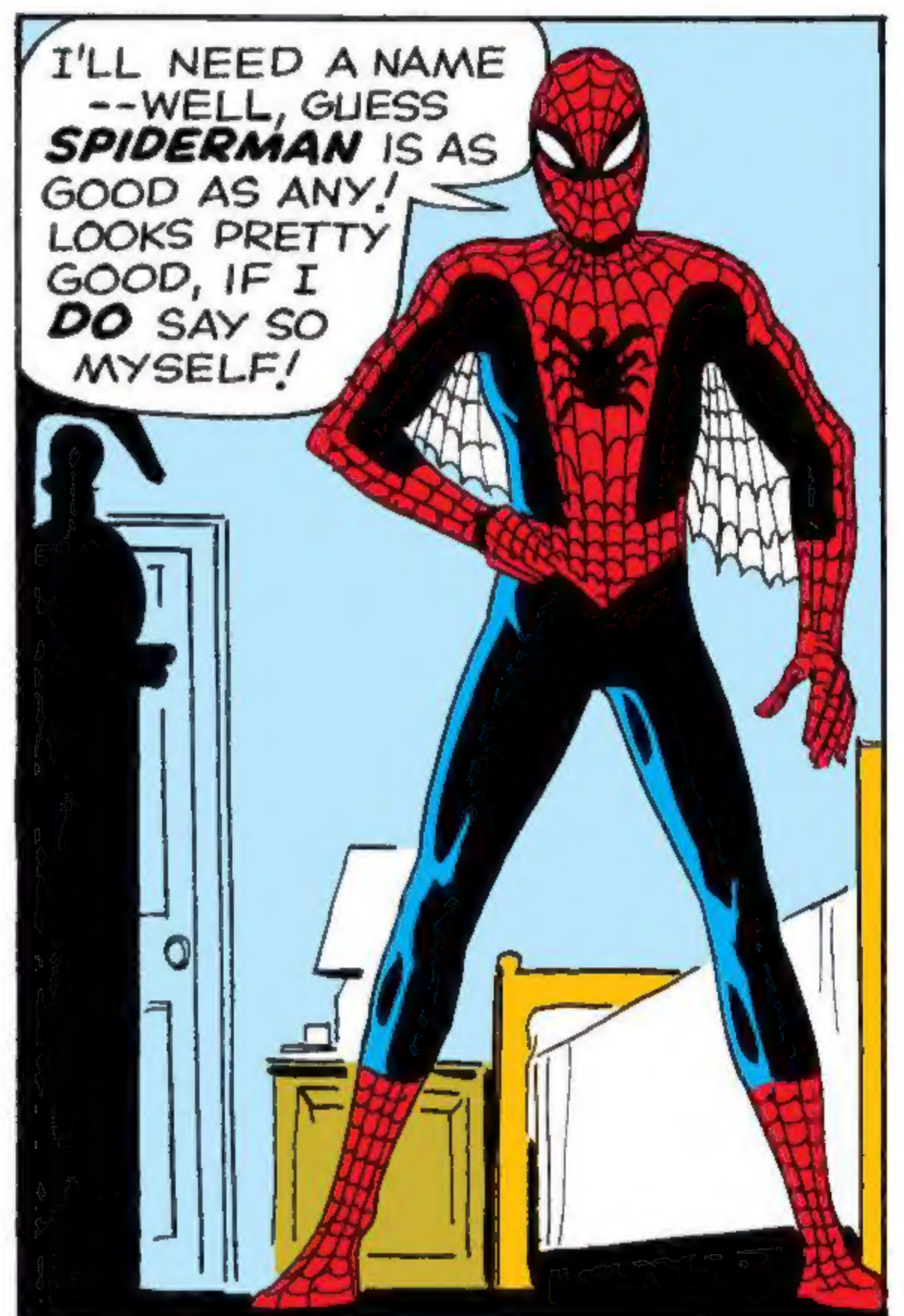
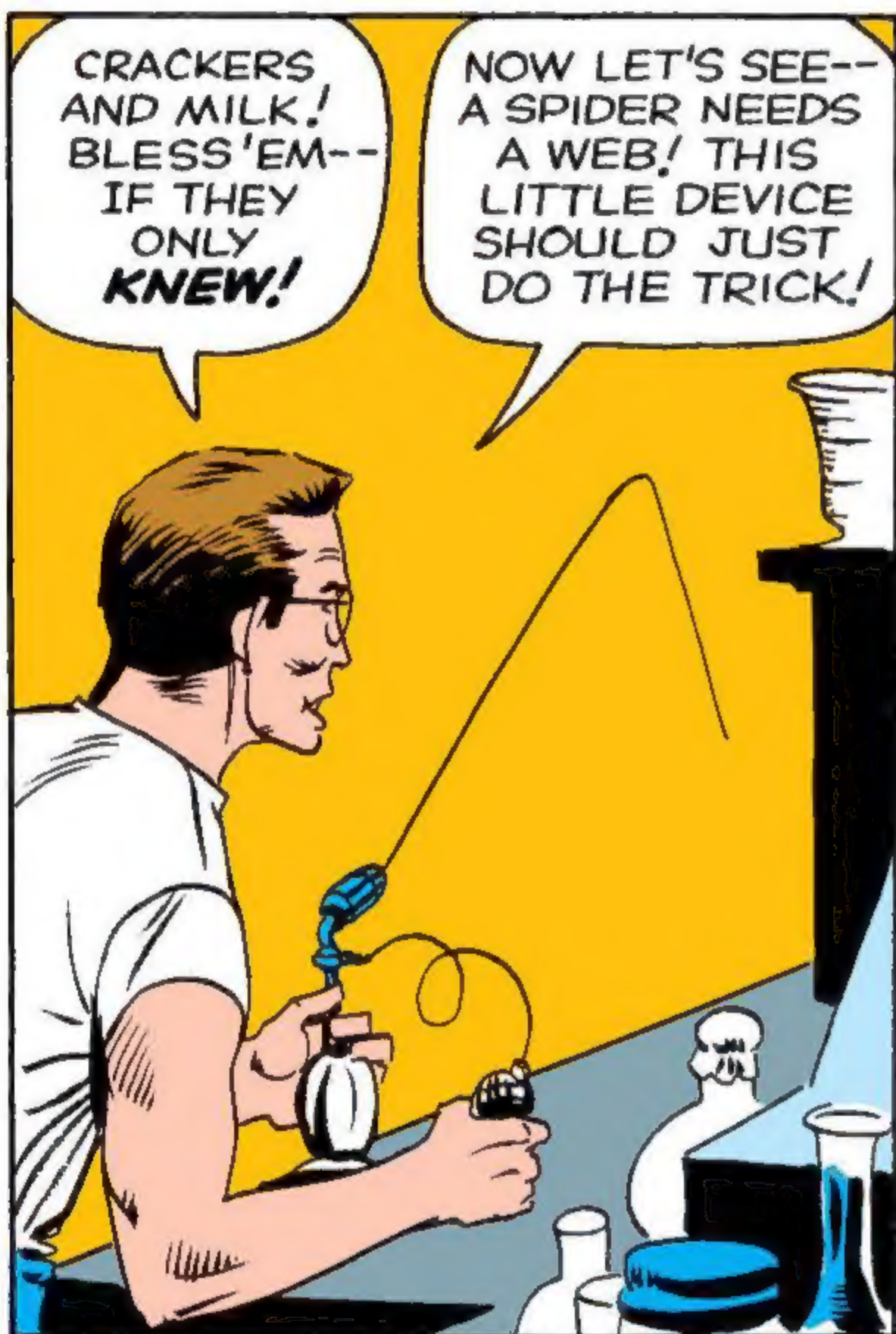
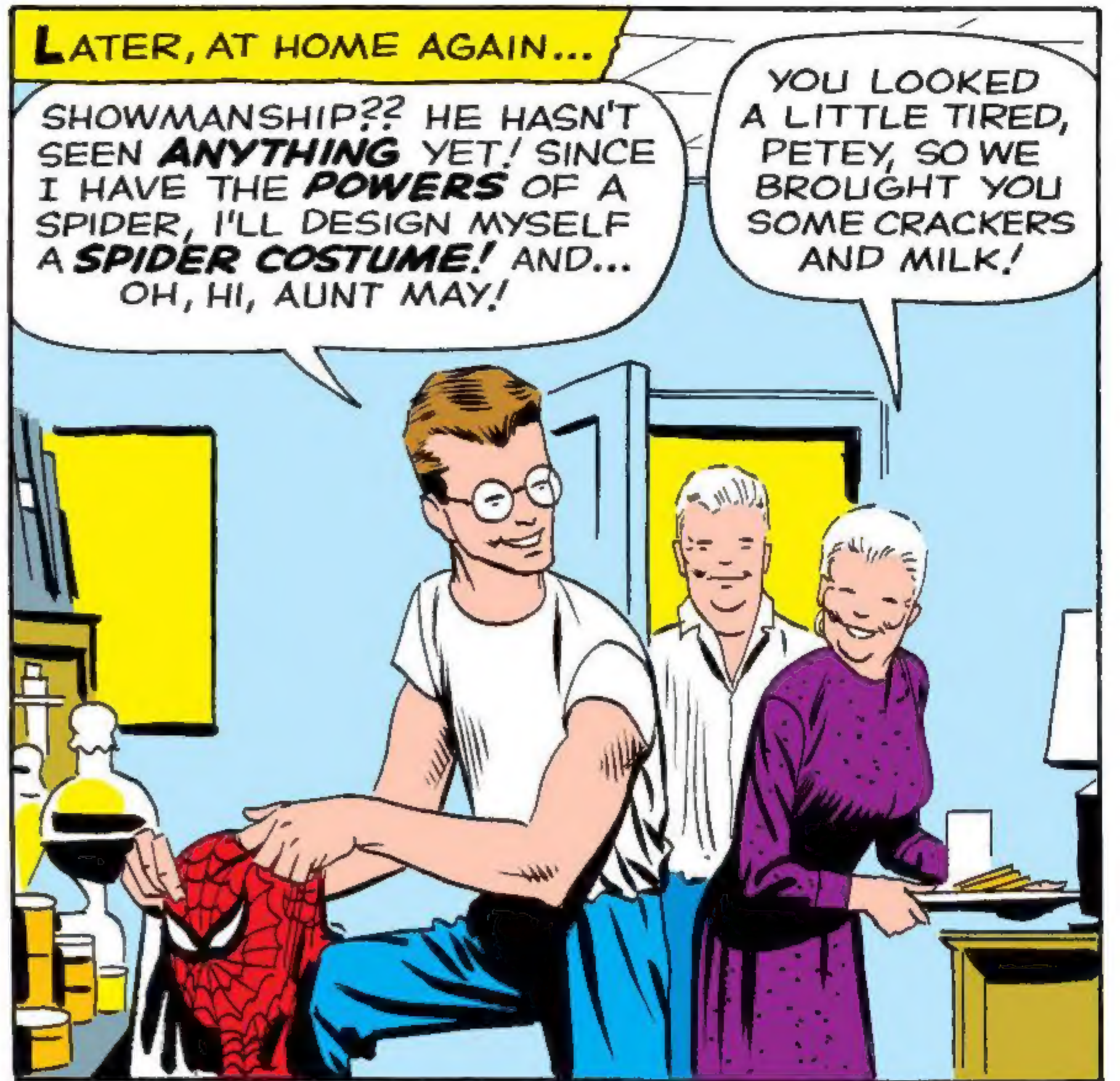














# PART 2

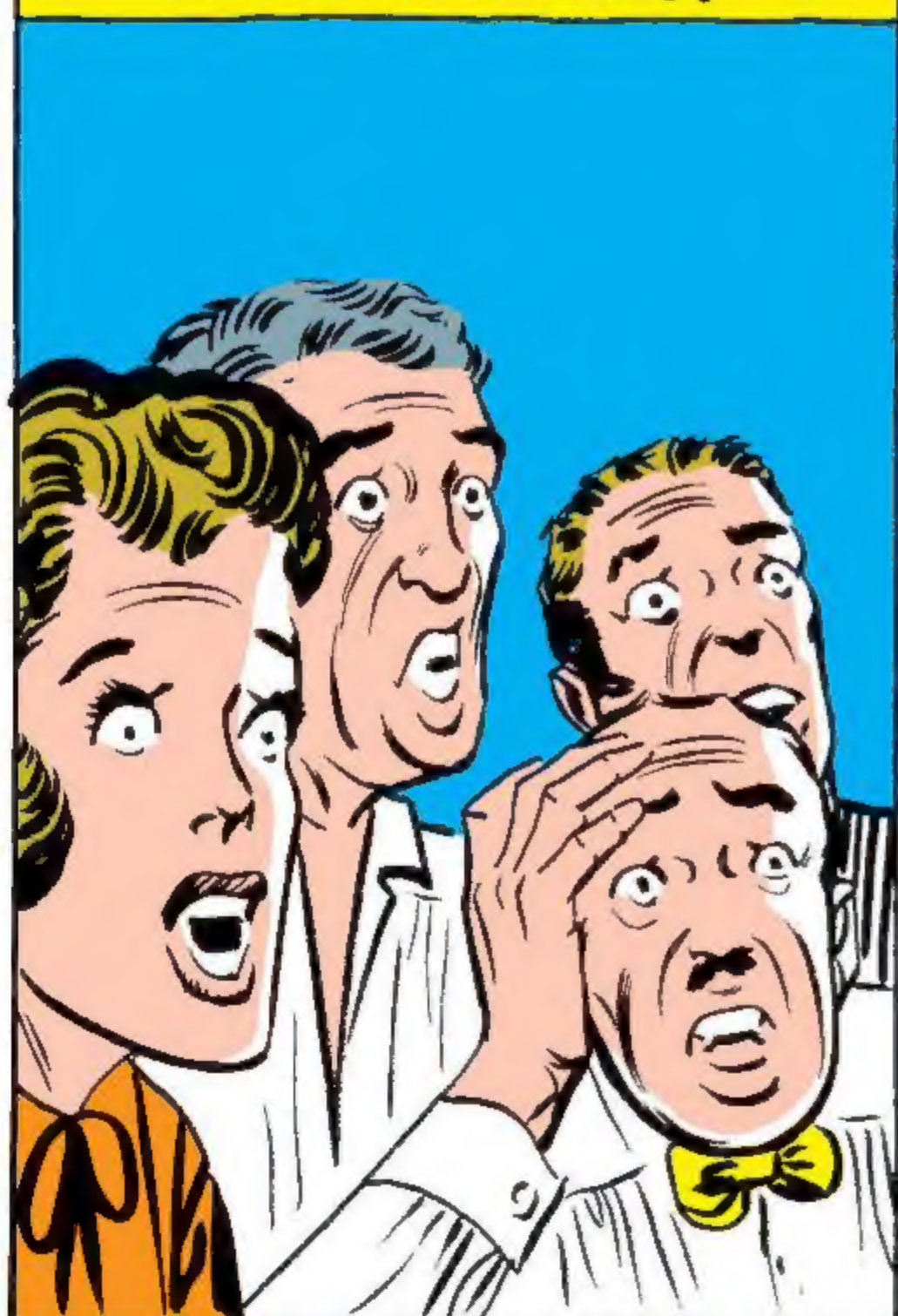
NOW ANYBODY WITH THE INTELLIGENCE OF A SEVEN YEAR OLD KNOWS THAT IF A MAN APPEARED ON TV WHO SEEMED TO BE MORE SPIDER THAN HUMAN, HE'D BE AN OVERNIGHT SENSATION! ESPECIALLY WHEN HIS FEATS WERE PERFORMED WITHOUT THE HELP OF TRICK PHOTOGRAPHY! WELL, YOU CAN JUST IMAGINE HOW THE PUBLIC REACTED TO **SPIDERMAN!**

I'M SEEIN' IT WITH MY OWN EYES, AND I **STILL** DON'T BELIEVE IT!



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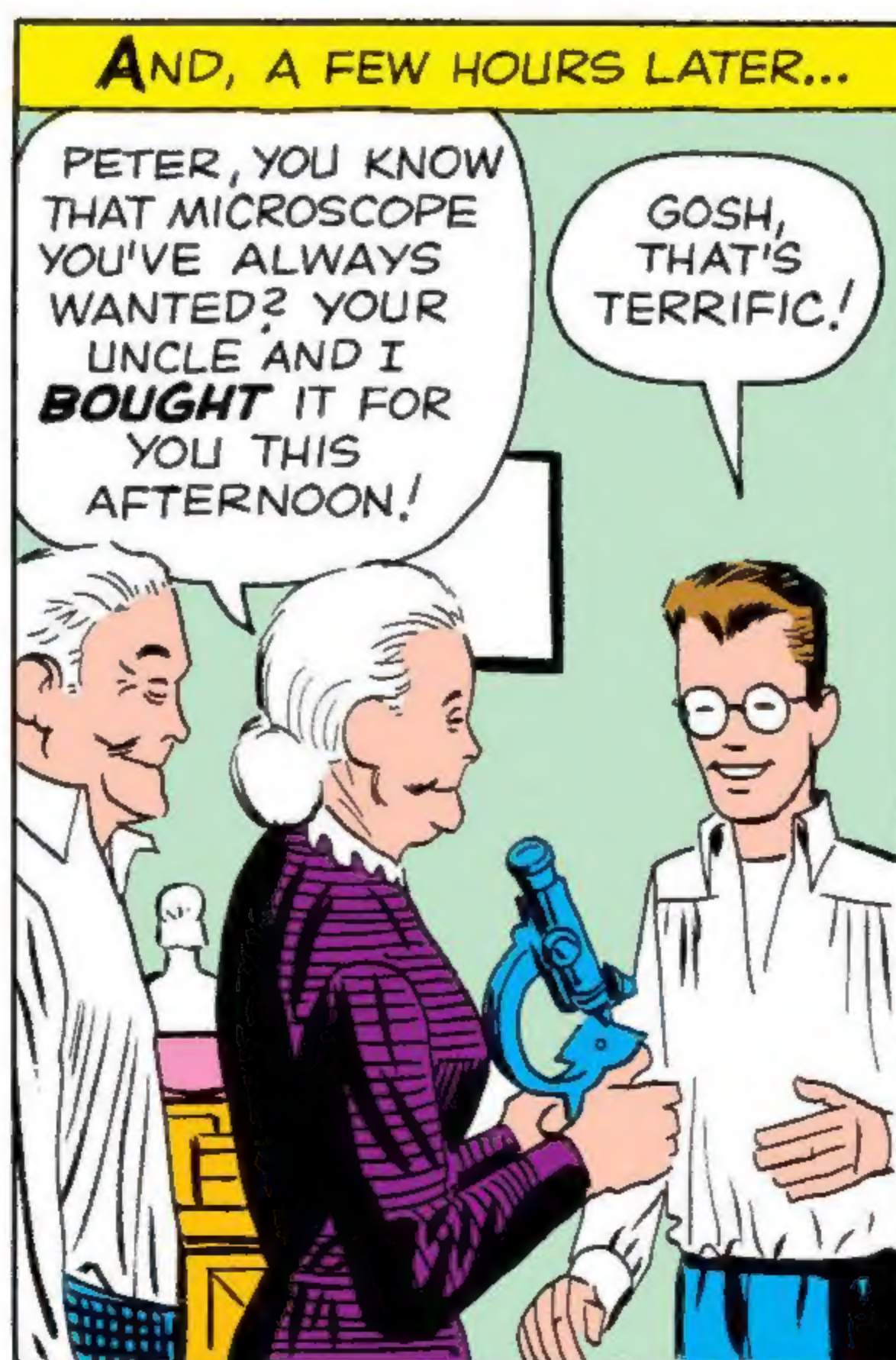
**SURE** THEY LOOK AMAZED, INCREDIBLE, AWE-STRICKEN! WOULDN'T **YOU???**



AFTER ALL, WHEN WAS THE LAST TIME **YOU** SAW A MAN WITH HIS OWN FANTASTIC SPIDER WEB???

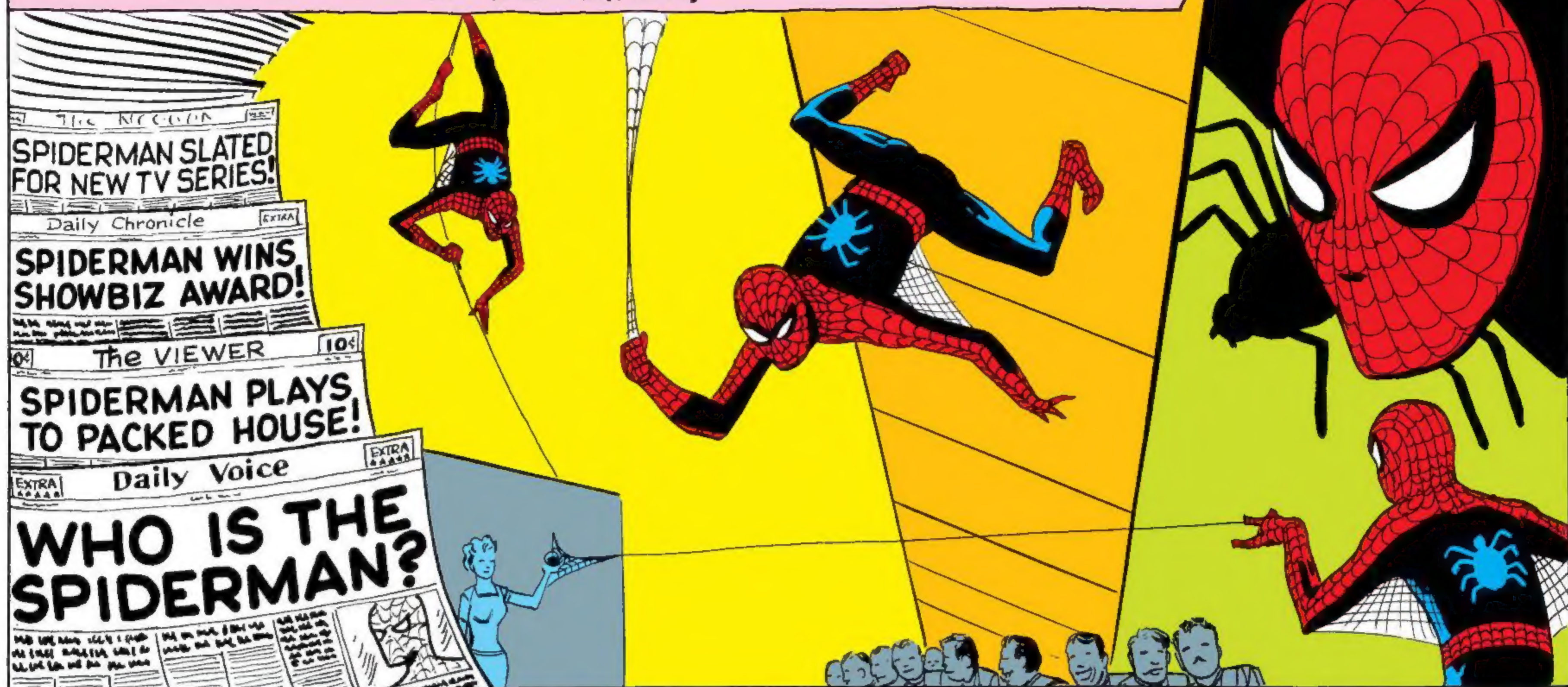








IN THE DAYS THAT FOLLOW, THE **SPIDERMAN** BECOMES THE SENSATION OF THE NATION!



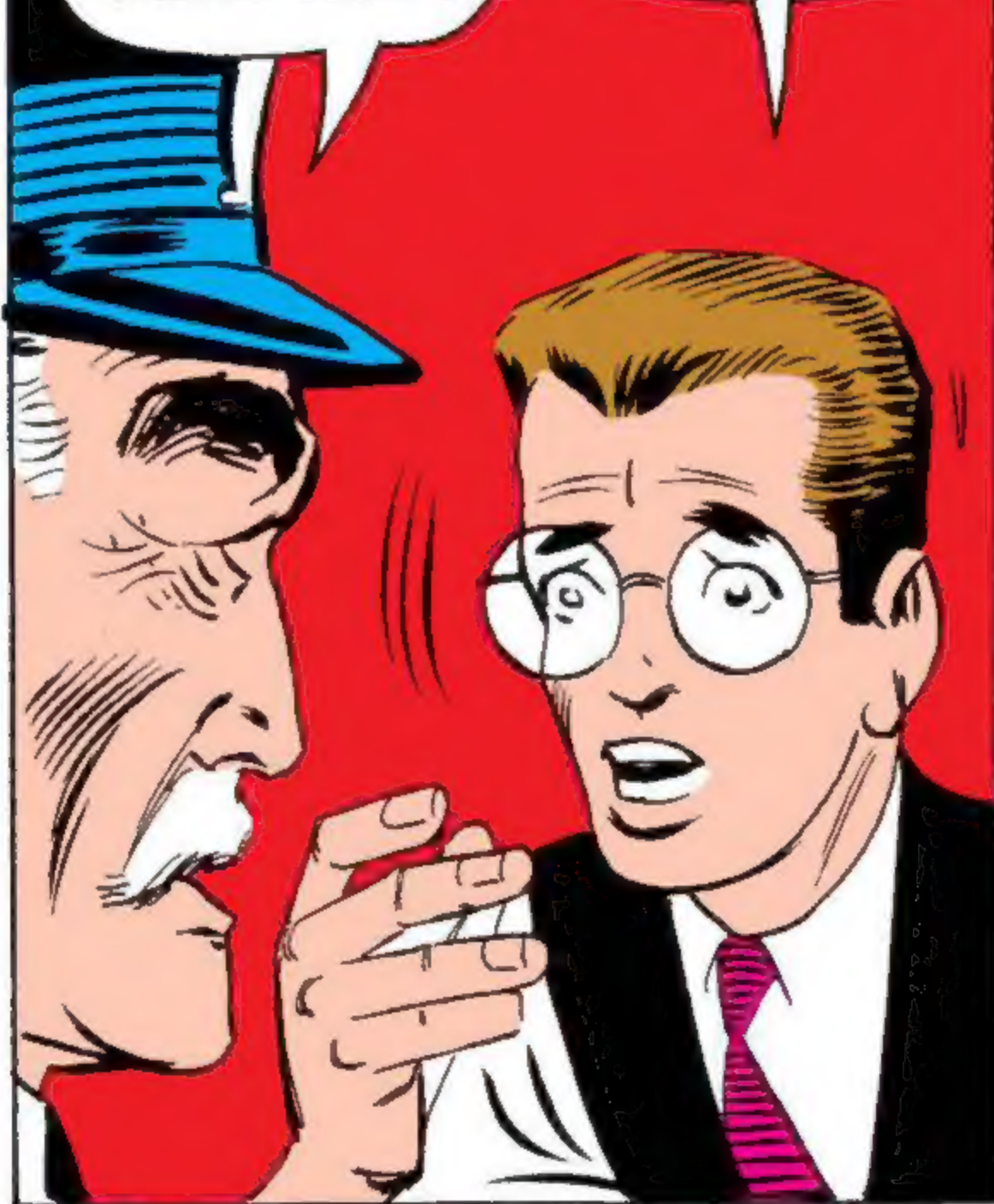
AND, ONE EVENING AS PETER PARKER RETURNS HOME FROM A PERSONAL APPEARANCE...

A POLICE CAR! IN FRONT OF OUR HOUSE! WHAT CAN BE WRONG??



BAD NEWS, SON--YOUR UNCLE HAS BEEN SHOT--MURDERED!

UNCLE BEN --**DEAD!** NO! NO, IT **CAN'T BE!**



WHO DID IT?? **WHO SHOT HIM??**

IT WAS A BURGLAR-- YOUR UNCLE SURPRISED HIM! BUT DON'T WORRY, LAD! WE'VE GOT HIM TRAPPED! HE'S IN THE OLD ACME WAREHOUSE AT THE WATERFRONT! WE'LL GET HIM!

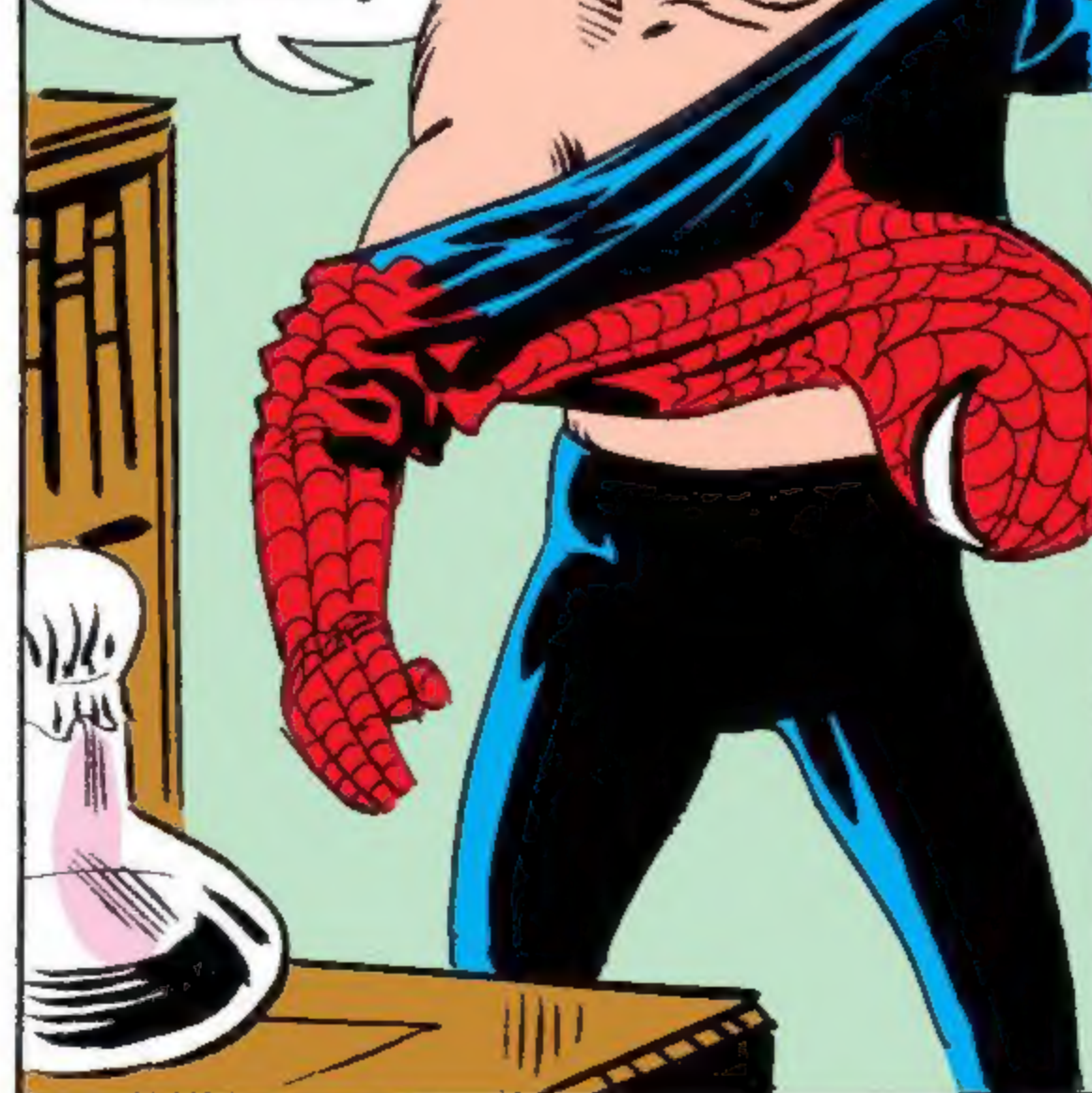


YOUR AUNT IS NEXT DOOR-- THE NEIGHBORS ARE LOOKING AFTER HER! WAIT--

I'VE GOT TO GO! I'VE GOT TO **GET HIM!**



I KNOW THE OLD ACME WAREHOUSE! IT'S BEEN DESERTED FOR YEARS! A KILLER COULD HOLD OFF AN ARMY IN THAT GLOOMY, OLD PLACE!



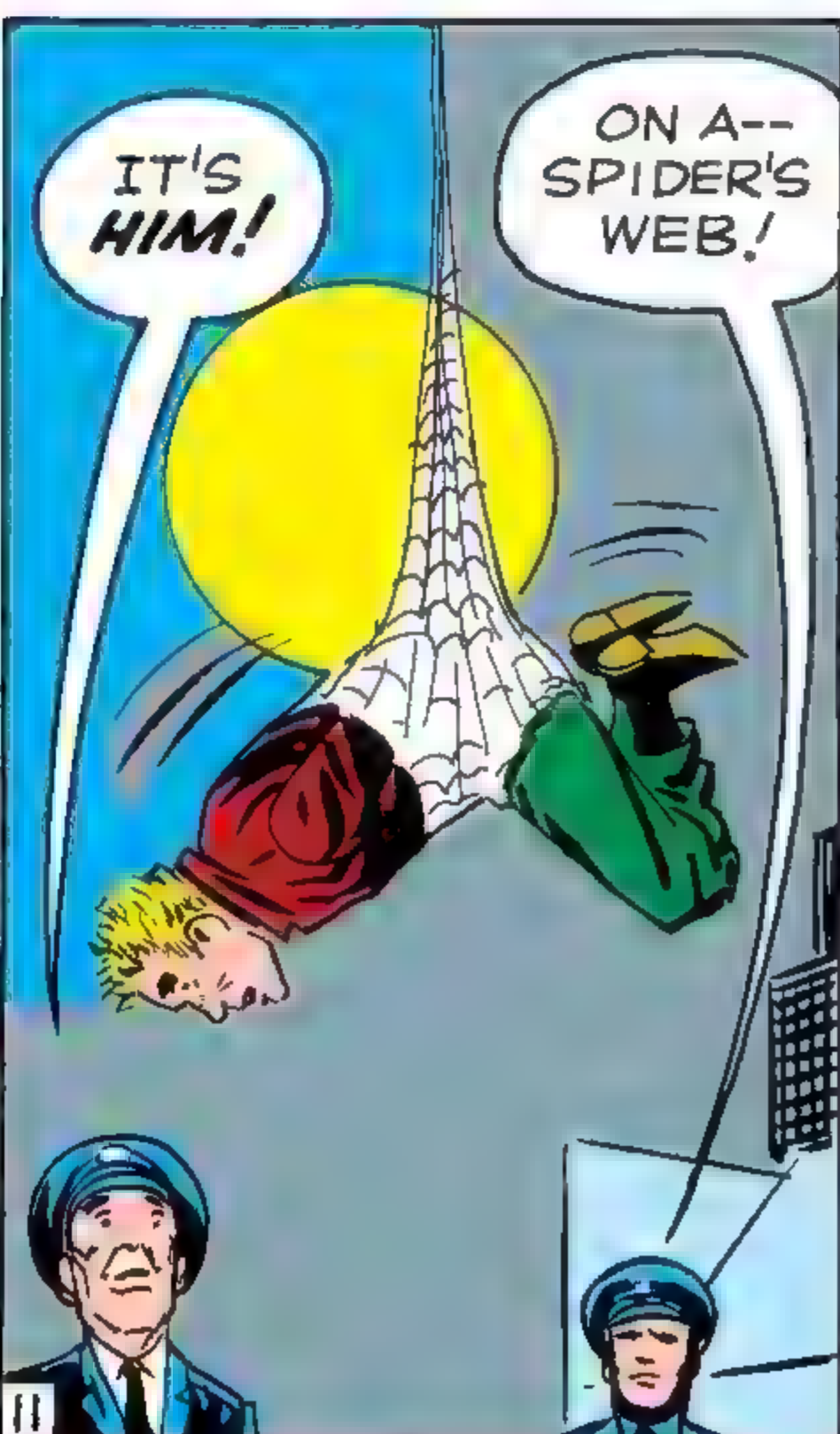
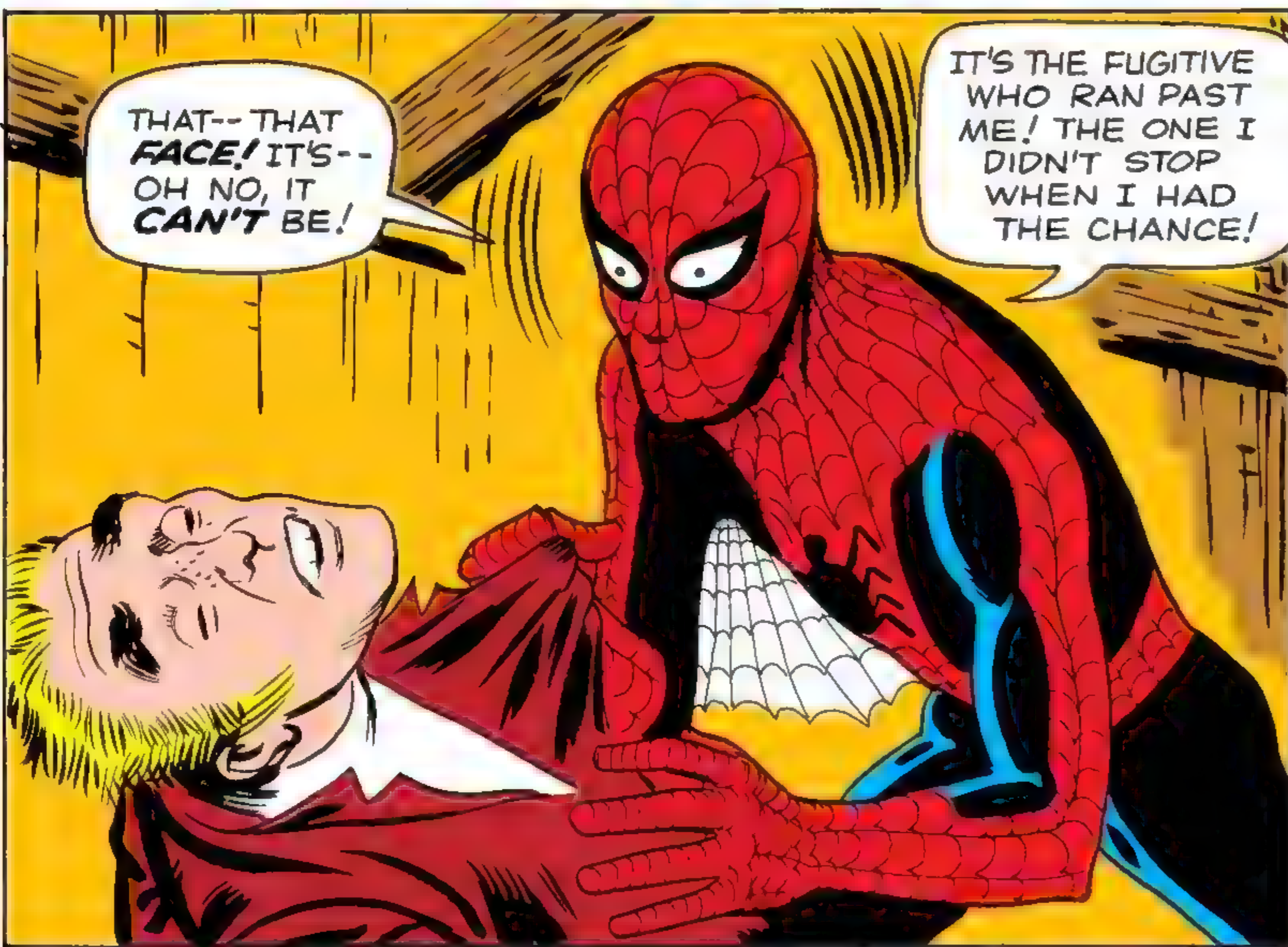
BUT HE WON'T HOLD OFF-- **SPIDERMAN!**











BE SURE TO SEE THE NEXT ISSUE OF **AMAZING FANTASY** --- FOR THE FURTHER AMAZING EXPLOITS OF AMERICA'S MOST **DIFFERENT** NEW TEEN-AGE IDOL -- **SPIDERMAN!**

*the End*



# FAN PAGE

## IMPORTANT ANNOUNCEMENT FROM THE EDITOR!

You will notice that the format of AMAZING has been changed. There are a number of reasons for this, and we want to take you, our valued readers, into our confidence.

We hate to throw in the towel, but we find that it is simply impossible to produce a magazine like AMAZING each and every month, containing five highly original and carefully plotted stories, without the quality eventually beginning to suffer. Rather than risk losing your confidence, we have decided to change AMAZING in such a way that it will STILL present the finest in fantasy – but in a different way!

As you can see, we are introducing one of the most unusual new fantasy characters of all time – The SPIDERMAN, who will appear every month in AMAZING. Perhaps, if your letters request it, we will make his stories even longer, or have TWO Spiderman stories per issue.

Also, we are discontinuing our contents page, as many of you have requested. We feel your point is well taken – you would prefer us to make one of the stories a page longer instead.

Finally, we are omitting the word ADULT from our masthead. A number of our teen-age readers have written to say that it makes them feel a bit awkward to buy a magazine which seems to be written exclusively for older readers. We never expected such a reaction, but we certainly don't want to embarrass ANY of our loyal readers.

And there you have it – our new editorial policy, and the reason we have undertaken it. Naturally, we are most anxious to have your opinions, and will be waiting eagerly for your letters. Rest assured that, although it is impossible for us to answer your letters personally, we carefully read each and every one, and are guided by your desires when we edit our magazine!

*Unfortunately, we have no room in this issue for many of your interesting letters, but we want to specially thank the following fans for their helpful suggestions and comments: Michael Snell, Milford, Mass.; Jeff Allen, S. Miami, Fla.; Patrick Geary, APO 12, N. Y.; C. W. Parsons, Detroit, Mich.; Michael Geller, Paterson, N. J.; Daniel Cole, Alberta, Canada; Margaret Ingalls, Arlington, Va.; Gregory Christiano, Bronx, N. Y.; Peter Panagiotis, Cranston, R. I.; Chris Uszler, Milwaukee, Wisc.; Paul Walker, McConnellsville, Ohio; Robert Zeck, Minneapolis, Minn.; Michael Siegel, Bronx, N. Y.; Dmytro Zupnyk, Chisholm, Minn.; Eugene Chan, San Francisco, Cal.; G. B. Love, Miami, Fla.; Tom Joyce, Bklyn., N. Y.; Mark Lamberti, Wichita, Kan.; Dullum and Walter, Portland, Ore.; Britt W. Barrett, Norfolk, Va. — and the many, many other loyal fans whose names we shall try to print in future issues.*

**And now, here is our AMAZING SCOREBOARD, which will give you a chance to compare your favorite stories with those of our other readers:**

**FAVORITE STORY:** (By more than 300 votes)  
“SOMETHING FANTASTIC”  
(The first time a 3-pager has ever scored so heavily)

**RUNNER UP:** “THE LIVING STATUES”

**OTHERS, IN ORDER OF VOTES CAST:**

“Melvin and the Martian”; “The Plague”; “I, the Gargoyle”

*More fantasy and surprises  
next issue — don't miss it!  
And, until then, send YOUR  
letter to:*

**THE EDITOR  
AMAZING FANTASY  
THIRD FLOOR  
655 MADISON AVE.  
NEW YORK 21, N. Y.**





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INTRODUCING:  
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Clearly visible on the page are all of Ditko's erased pencil marks, as well as the original penciled lettering. The original lettering in the top three panels exceeds the panel boundaries rendered in the finished inks. In the shadow of Spider-Man, Ditko originally drew a more defined figure—especially the head—before adding the surrounding shadow. Most interesting on the page is the "plastic surgery" on Liz Allen's face via white-out. Consensus exists that Lee had artist Al Hartley (known for drawing attractive women) give a more "conventional" look to the book's female centerpiece.

11. AMAZING APRIL '62 6 1/4 x 9 1/4 - 1 SP.  
AMAZING 15-P. 1

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# SPIDER-MAN!

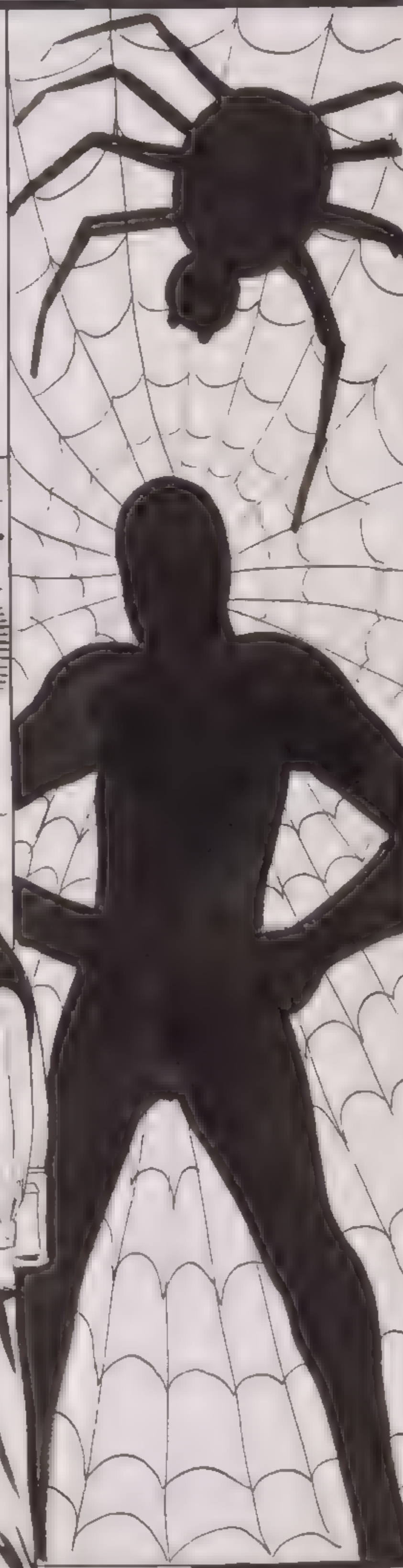


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SAY, GANG,  
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Stan Lee + S. DITKO

V-789 1



The note at the bottom of the page, "Bill, shoot this page too!", is likely people at the printer communicating back and forth. In the middle of panel 2, "Steve, change waffles to pancakes" appears to be written and erased with an arrow pointing to the plate Aunt May is holding. Liz Allen's line in the second last panel: "Give our regards to the atomsmashers" was used as the title to Sean Howe's 2004 book about writers on comics.

AMAZING 15 - P. 2

AS YOU MAY HAVE GATHERED, PETER PARKER WAS FAR FROM BEING THE BIGGEST MAN ON CAMPUS! BUT, HIS UNCLE BEN THOUGHT HE WAS A PRETTY SPECIAL LAD...

YOU'RE NOT FOOLIN' ME, PETEY! I KNOW YOU'RE AWAKE-- AND IT'S TIME FOR SCHOOL!

GOSH, UNCLE BEN-- YOU'RE WORSE THAN A ROOM FULL OF ALARM CLOCKS!

AS FOR PETE'S AUNT MAY, SHE THOUGHT THE SUN ROSE AND SET UPON HER NEPHEW!

I COOKED YOUR FAVORITE BREAKFAST, PETEY-- WHEATCAKES!

DON'T FATTEN HIM UP TOO MUCH, DEAR! I CAN HARDLY OUT-WRESTLE HIM NOW!

THE FACULTY AT MIDTOWN HIGH WERE ALSO FOND OF THE CLEAN-CUT, HARD-WORKING HONOR STUDENT!

KEEP UP THE GOOD WORK, PARKER, AND YOU'RE SURE TO RATE A SCHOLARSHIP WHEN YOU GRADUATE!

I'LL DO MY BEST, SIR!

BUT ALAS, OTHER TEEN-AGERS CAN SOMETIMES, UNWITTINGLY, BE SO VERY CRUEL TO A SHY YOUNG MAN...

SALLY, I, EH, WAS WONDERING IF YOU'RE BUSY TONIGHT...?

PETER, FOR THE UMPTEENTH TIME, YOU'RE JUST NOT MY TYPE...

...NOT WHEN DREAM BOATS LIKE FLASH THOMPSON ARE AROUND!

I ADMIRE YOUR GOOD TASTE, DOLL! GET LOST, BOOKWORM!

LOOK, THERE'S A GREAT NEW EXHIBIT AT THE SCIENCE HALL TONIGHT! WOULD ANY OF YOU LIKE TO GO WITH ME?

SCIENCE HALL! HAH!

YOU STICK TO SCIENCE, SON! WE'LL TAKE THE CHICKS!

YES, FOR SOME, BEING A TEEN-AGER HAS MANY HEART-BREAKING MOMENTS!

GIVE OUR REGARDS TO THE ATOM-SMASHERS, PETER!

SEE YOU AROUND, BOOKWORM!

SOME DAY I'LL SHOW THEM! --SOME DAY THEY'LL BE SORRY! --SORRY THAT THEY LAUGHED AT ME!

SCIENCE EXHIBIT

EXPERIMENTS IN RADIO-ACTIVITY

OPEN TO THE PUBLIC

ROOM 30

BILL-SHOOT THIS PAGE TOO! - GIVE 2 STRIPPER

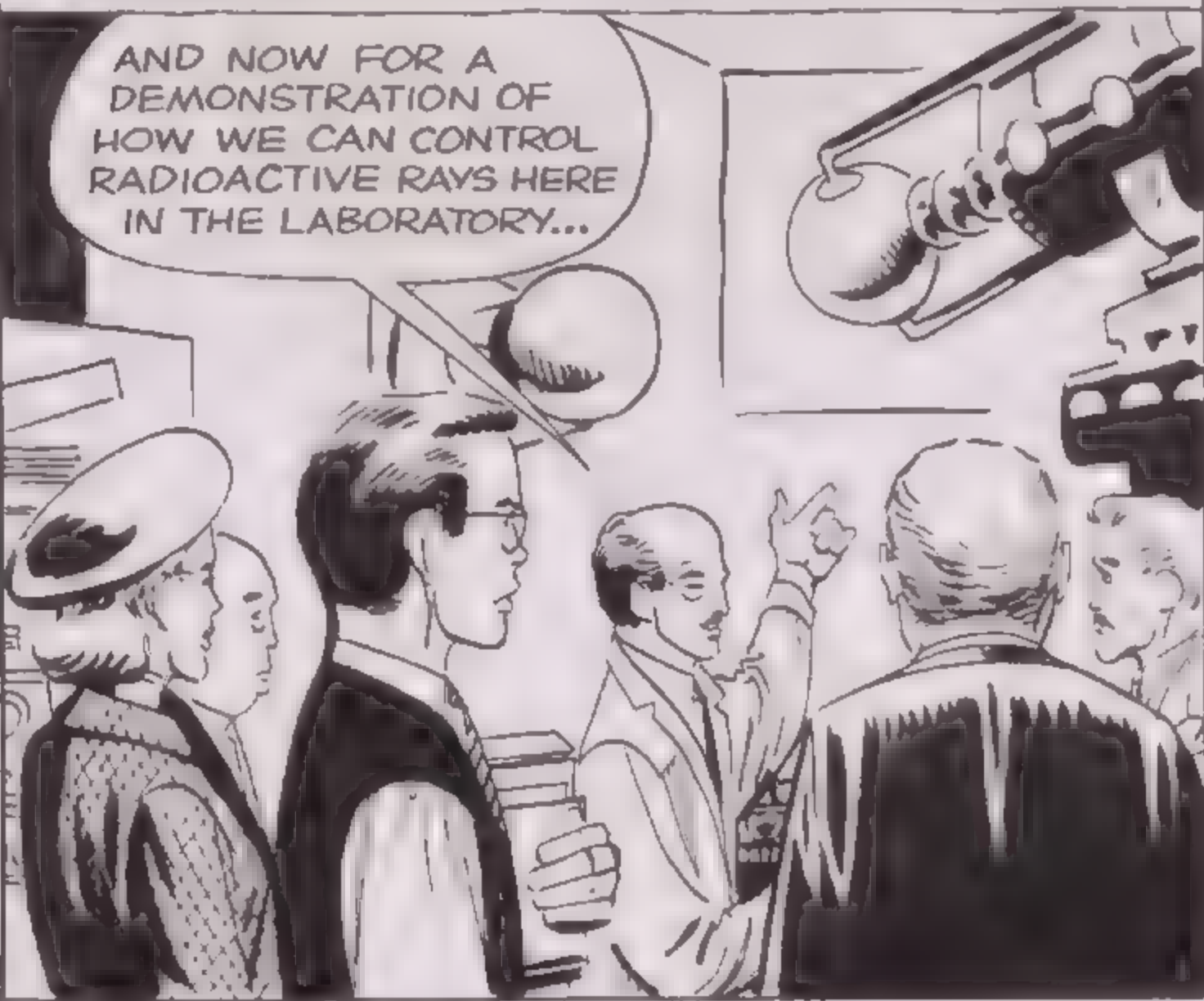


As much as Lee gave his artists freedom to plot their own books, he was very particular about what went out in printed form. In the margin beside panel 6, there's a note to Ditko: "Steve remove spider—change position of hand" with a line pointing to Parker's lower left side. Right below the last panel, another note: "Steve - make this a closed sedan. No arms showing. Don't imply wreckless driving—S." This perhaps illustrates Lee's fear of the industry censor, the Comics Code Authority.

AMAZING 15 - P.3

AND, A FEW MINUTES LATER, PETER PARKER FORGETS THE TAUNTS OF HIS CLASSMATES AS HE IS TRANSPORTED TO ANOTHER WORLD -- THE FASCINATING WORLD OF ATOMIC SCIENCE!

AND NOW FOR A DEMONSTRATION OF HOW WE CAN CONTROL RADIOACTIVE RAYS HERE IN THE LABORATORY...



BUT, AS THE EXPERIMENT BEGINS, NO ONE NOTICES A TINY SPIDER, DESCENDING FROM THE CEILING ON AN ALMOST INVISIBLE STRAND OF WEB...




A SPIDER WHOM FATE HAS GIVEN A STARRING, IF BRIEF, ROLE TO PLAY IN THE DRAMA WE CALL LIFE!




ACCIDENTALLY ABSORBING A FANTASTIC AMOUNT OF RADIOACTIVITY, THE DYING INSECT, IN SUDDEN SHOCK, BITES THE NEAREST LIVING THING, AT THE SPLIT SECOND BEFORE LIFE EBBS FROM ITS RADIOACTIVE BODY!

OW!




A-A SPIDER! IT BIT ME! BUT, WHY IS IT **BURNING** SO? WHY IS IT **GLOWING** THAT WAY??



MY HEAD-- IT FEELS STRANGE! I-I NEED SOME AIR!


LOOKS AS THOUGH OUR EXPERIMENT UNNERVED YOUNG PARKER!

TOO BAD! HE MUST HAVE A WEAK STOMACH!



WHAT'S **HAPPENING** TO ME? I FEEL-- DIFFERENT! AS THOUGH MY ENTIRE BODY IS CHARGED WITH SOME SORT OF FANTASTIC ENERGY!

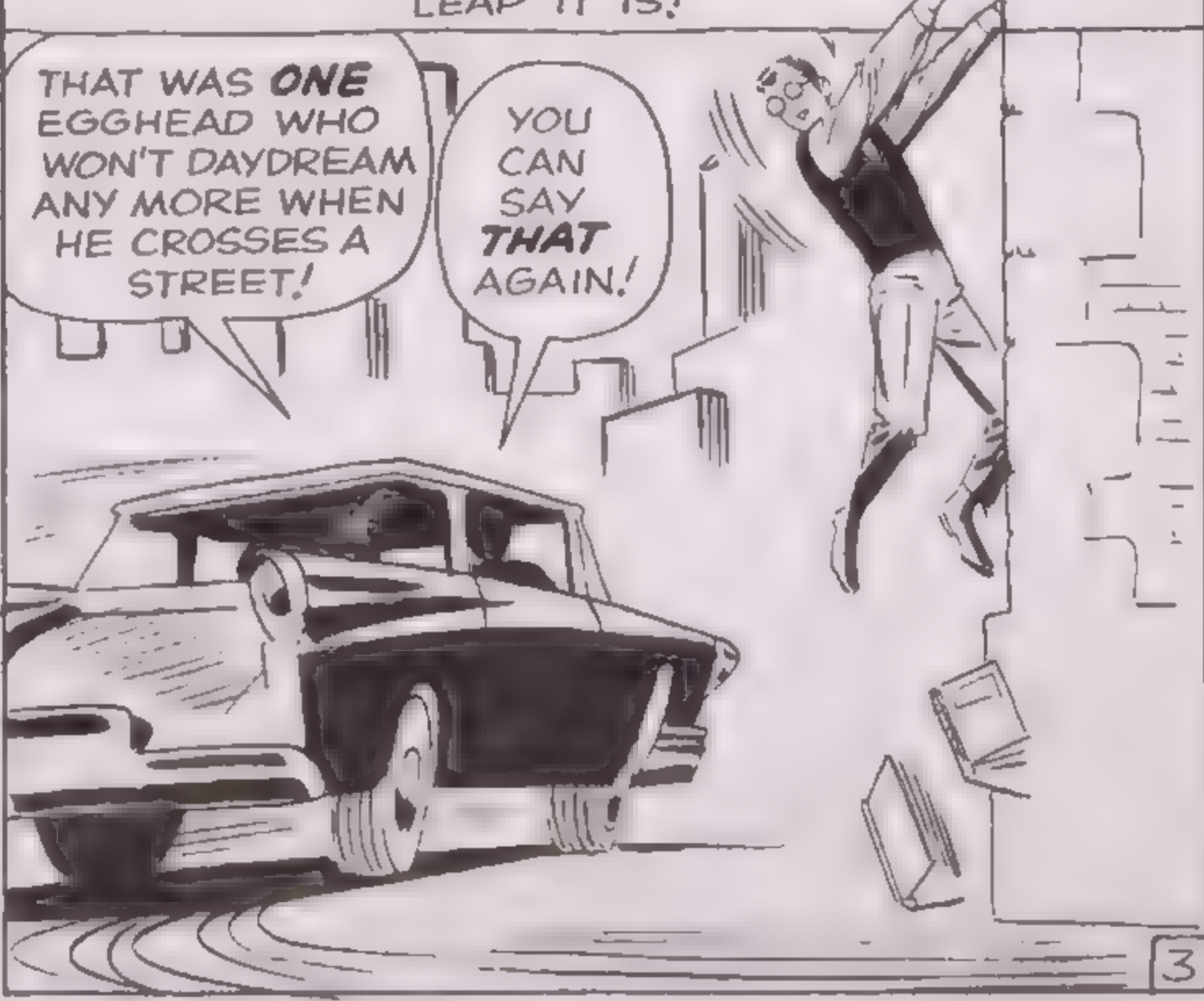
HONK! HONK!



WRAPPED IN HIS THOUGHTS, PETER DOESN'T HEAR THE AUTO WHICH NARROWLY MISSES HIM, UNTIL THE LAST INSTANT! AND THEN, UNNOTICED BY THE RIDERS, HE UNTHINKINGLY LEAPS TO SAFETY-- BUT **WHAT** A LEAP IT IS!

THAT WAS **ONE** EGGHEAD WHO WON'T DAYDREAM ANY MORE WHEN HE CROSSES A STREET!

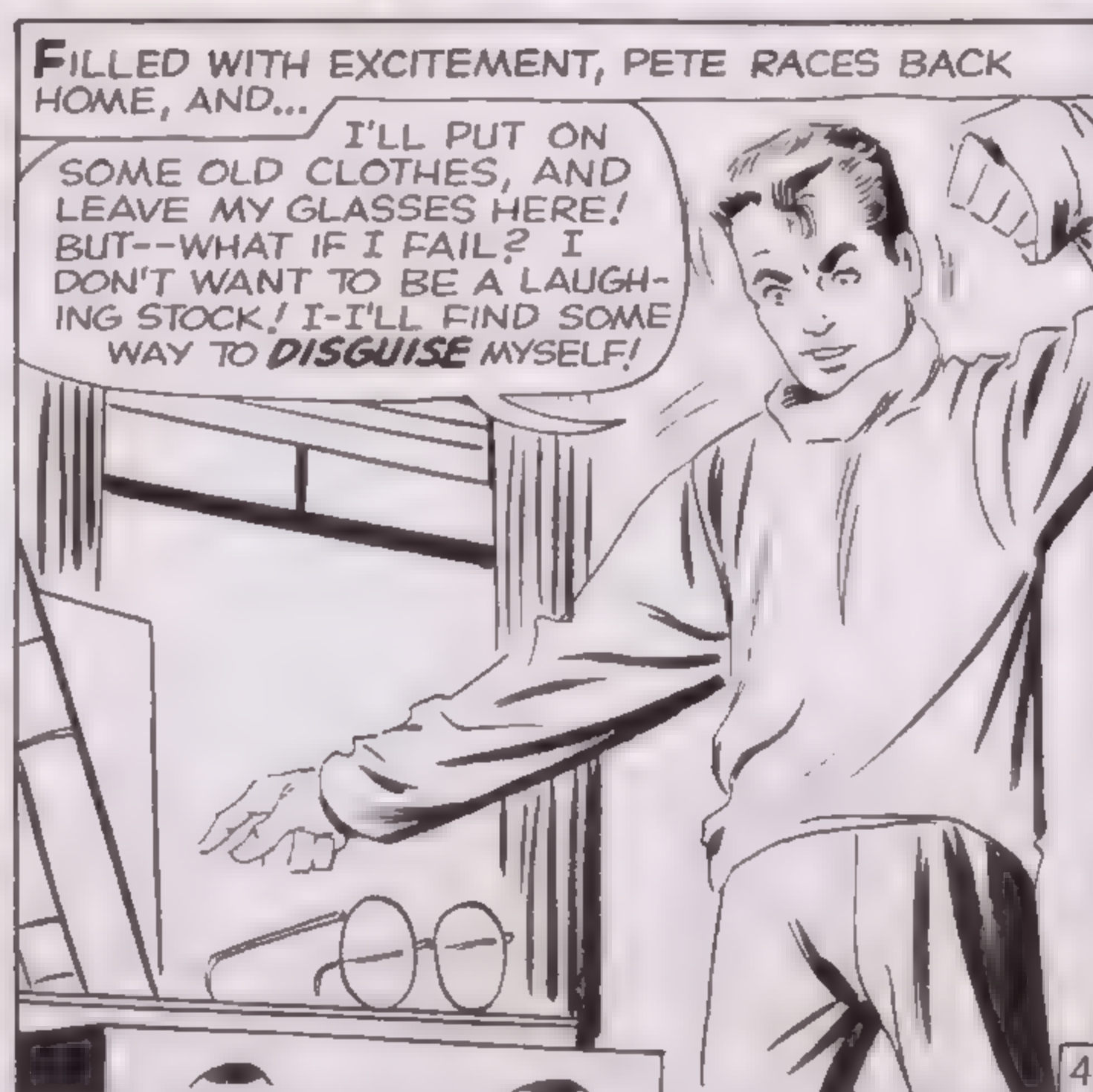
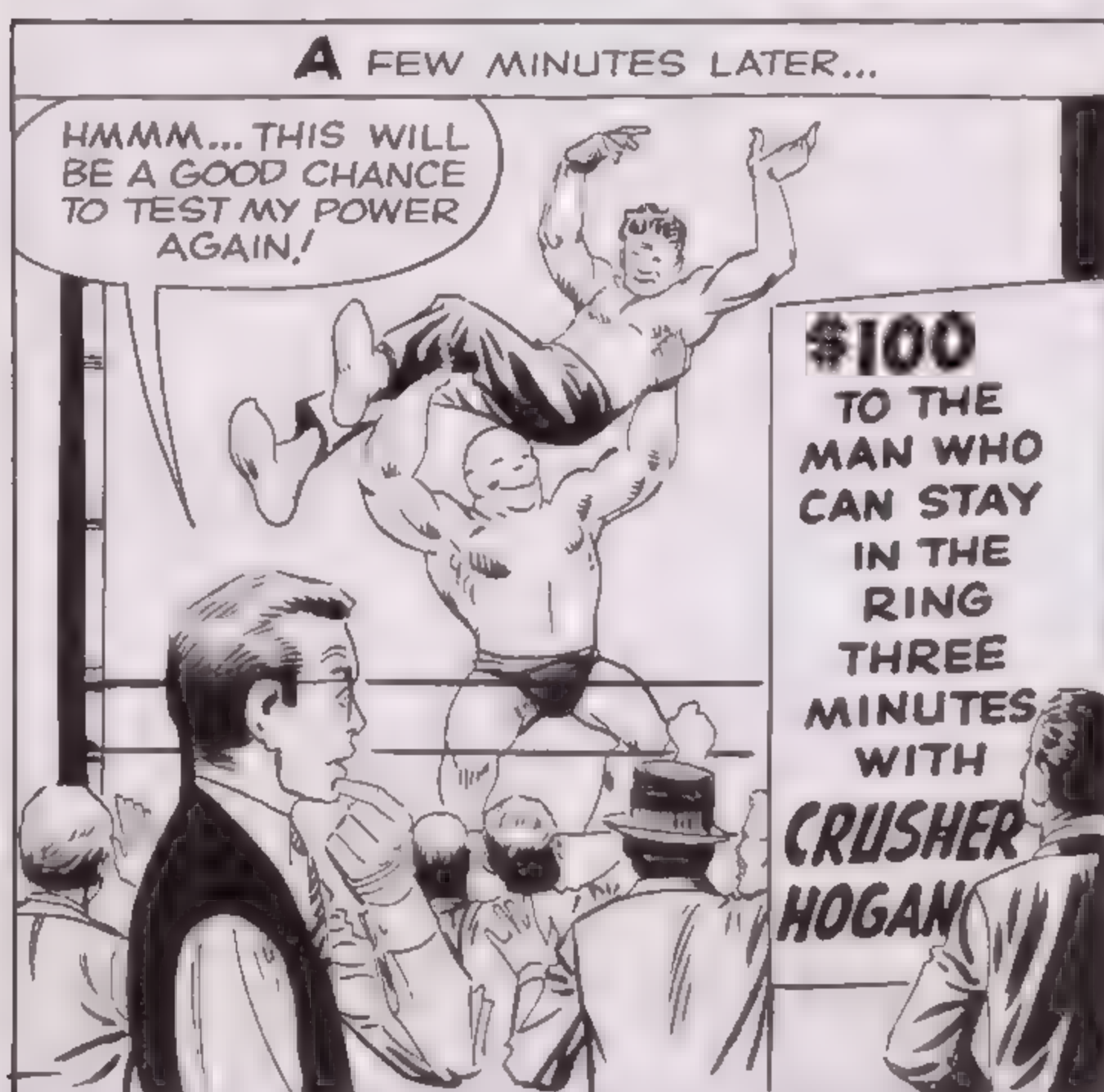
YOU CAN SAY **THAT** AGAIN!





Within panel 5, Lee again leaves an art direction note to Ditko: "Steve make this a gloomy back alley so no one can see him" but it appears (other than making the foreground building cast in a solid black shadow) Ditko only makes this addition in the following panel, with the webbing and a lone spider in the foreground while Parker walks away. In panel 3, there is significant white-out covering lettering that shows the two word balloons were originally one.

AMAZING 15 - P. 4





Lee was also not against rewriting dialogue significantly before going to print. In the last panel, the promoter's thought balloon originally read "Sensational! Fantastic! And that mask gimmick gives him just the right touch of mystery! He was terrific!" but that has been transferred to the man in front of the promoter, speaking it aloud. The Parker figure in panel 6 and the wrestler figure in panel 2 shows Ditko erasing numerous pencil lines that he deemed extraneous in the inking stage.

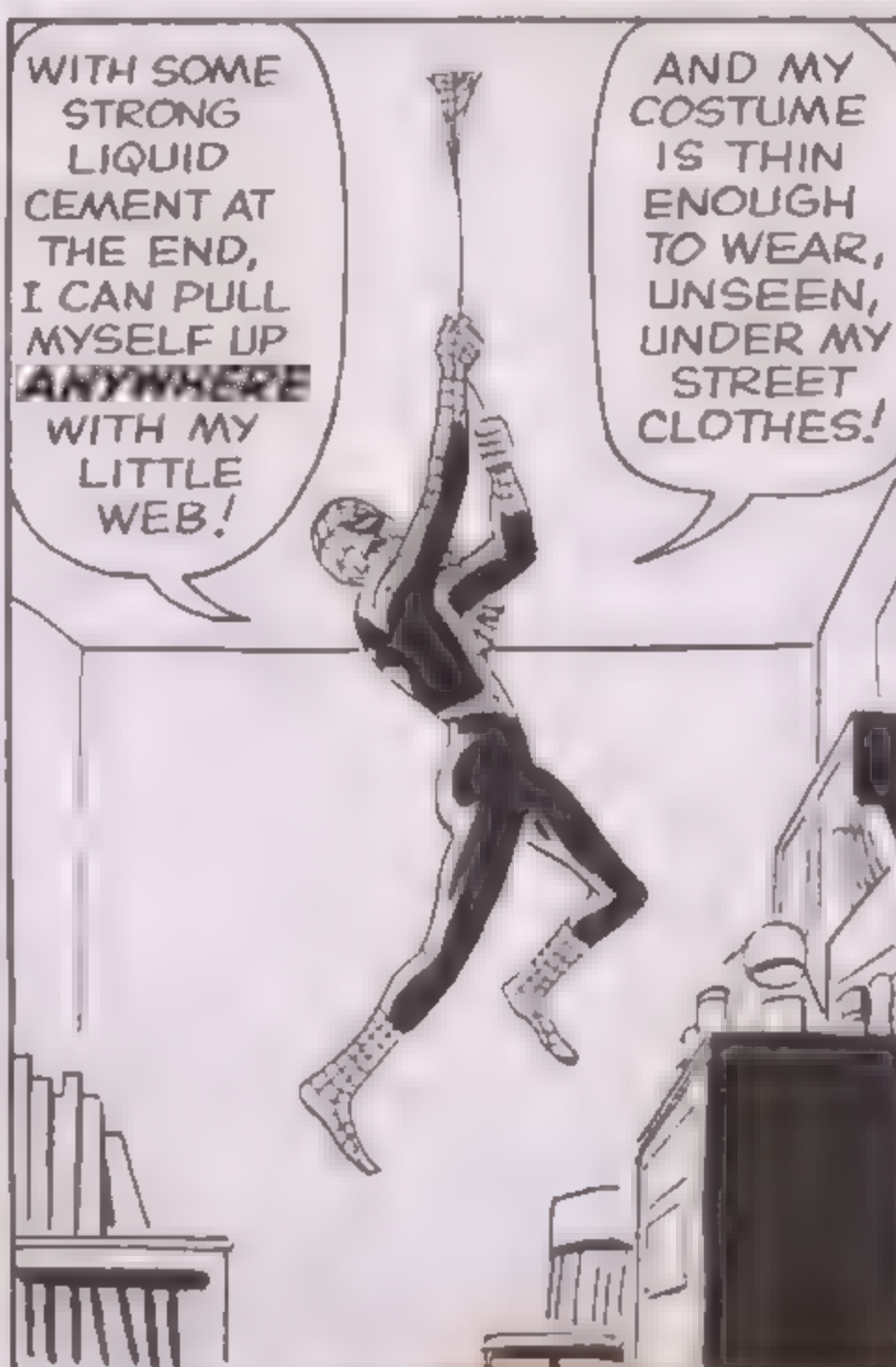
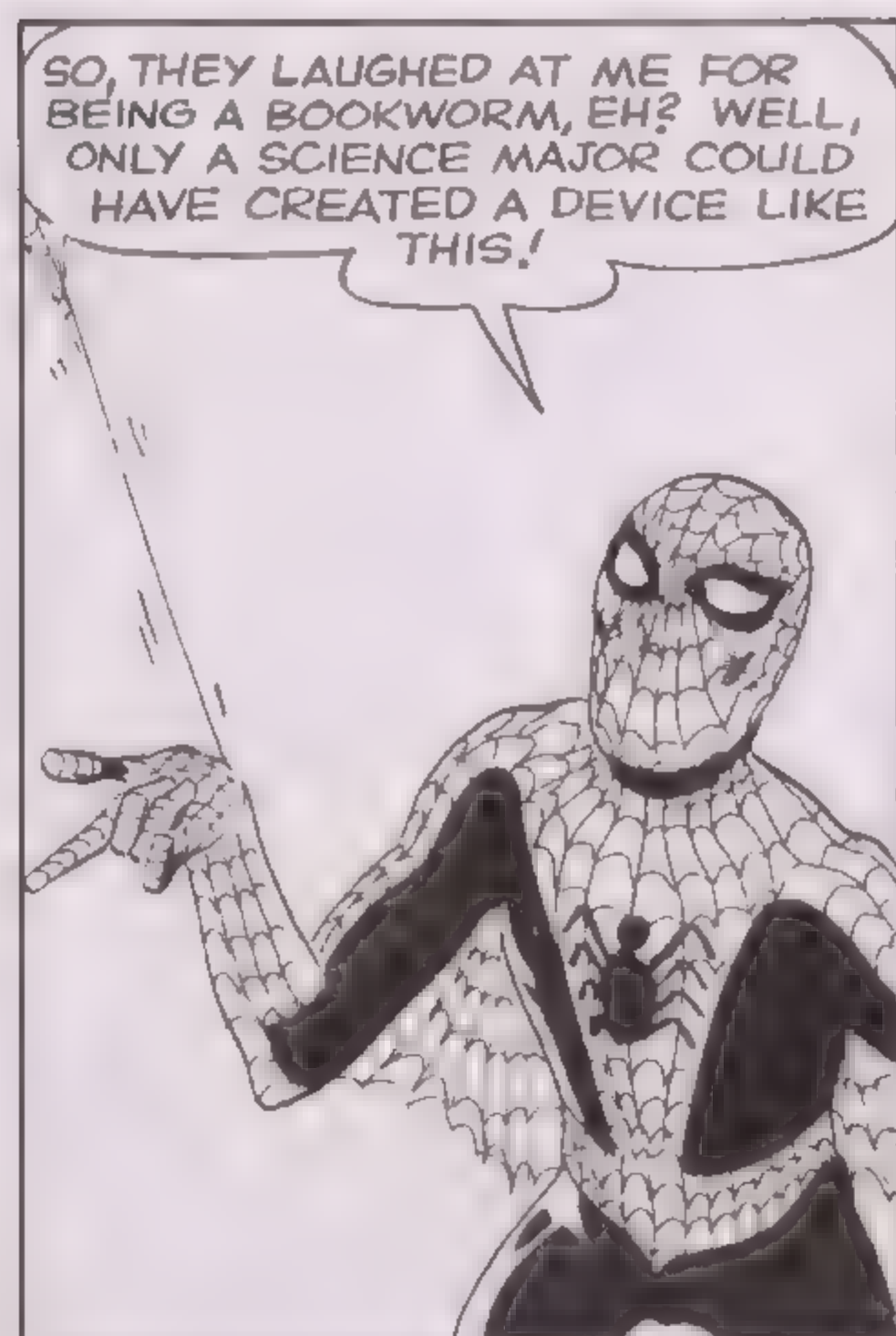
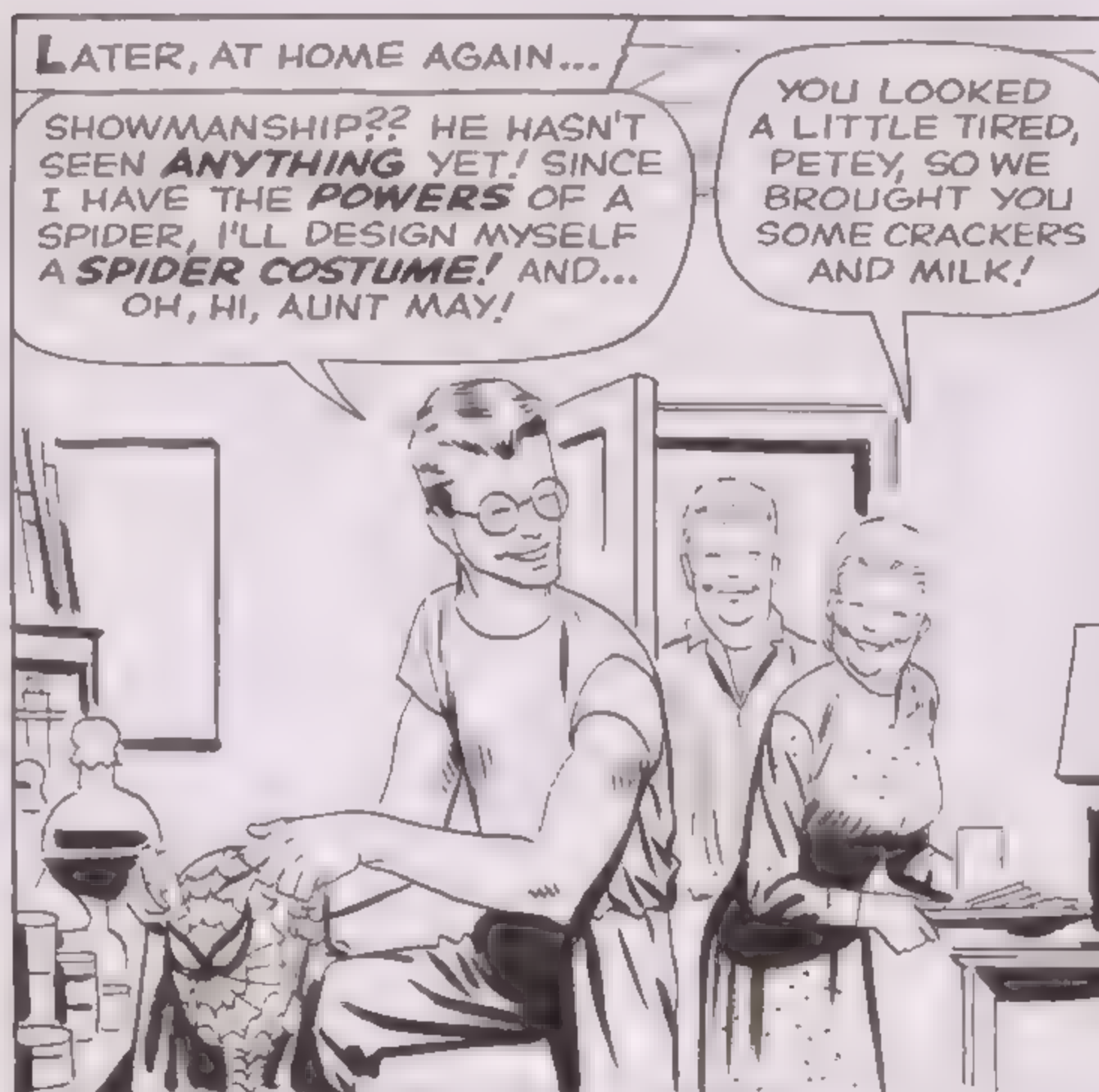
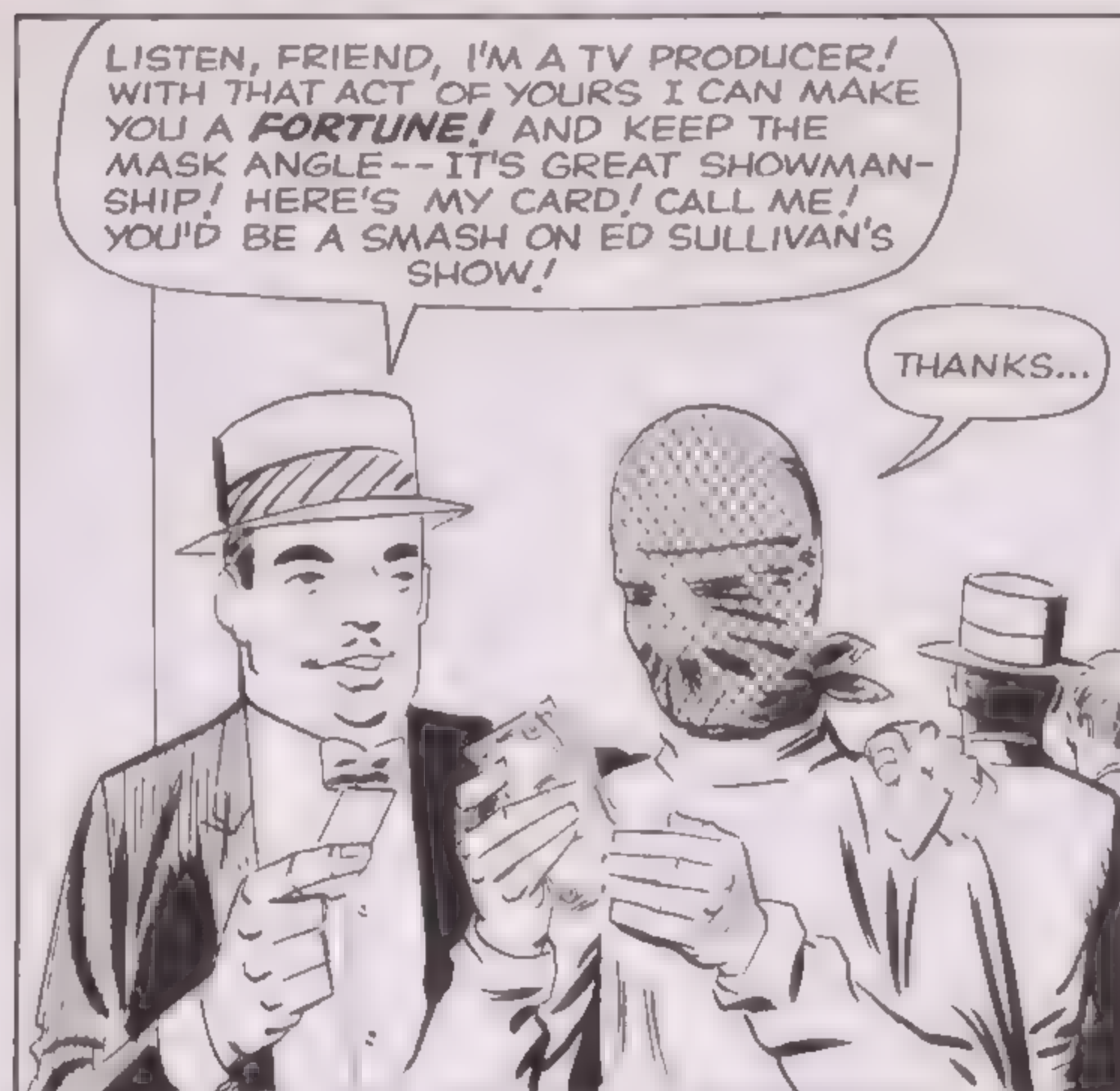
## AMAZING 15-P.5





In the lower right corner of every page is a Comics Code Authority stamp marked "Mar 6, 1962" giving one an idea of how far ahead the work was completed and submitted to the CCA, compared to the August 1962 cover date, which would have hit newsstands in June. Most noticeable on this page is that a paste-up has fallen off the bottom right corner of page six. This likely would have read "continued after the next page" (to denote an advertisement following between this and the next page.)

AMAZING 15-P. 6





Owing to the anticipated placement of an advertisement, for the remaining pages, the story numbering in the last panel is one page number behind what is written in the top and bottom margin. In the first panel, the legs of the spider symbol have been added in white-out or white ink. On Spider-Man's hands and feet, there can be seen erased pencil marks to denote webbing that would have attached him to the wall. This can also be seen in the last panel on the previous page, standing in direct contrast to what has always been accepted as his ability to stick to walls through his costume.

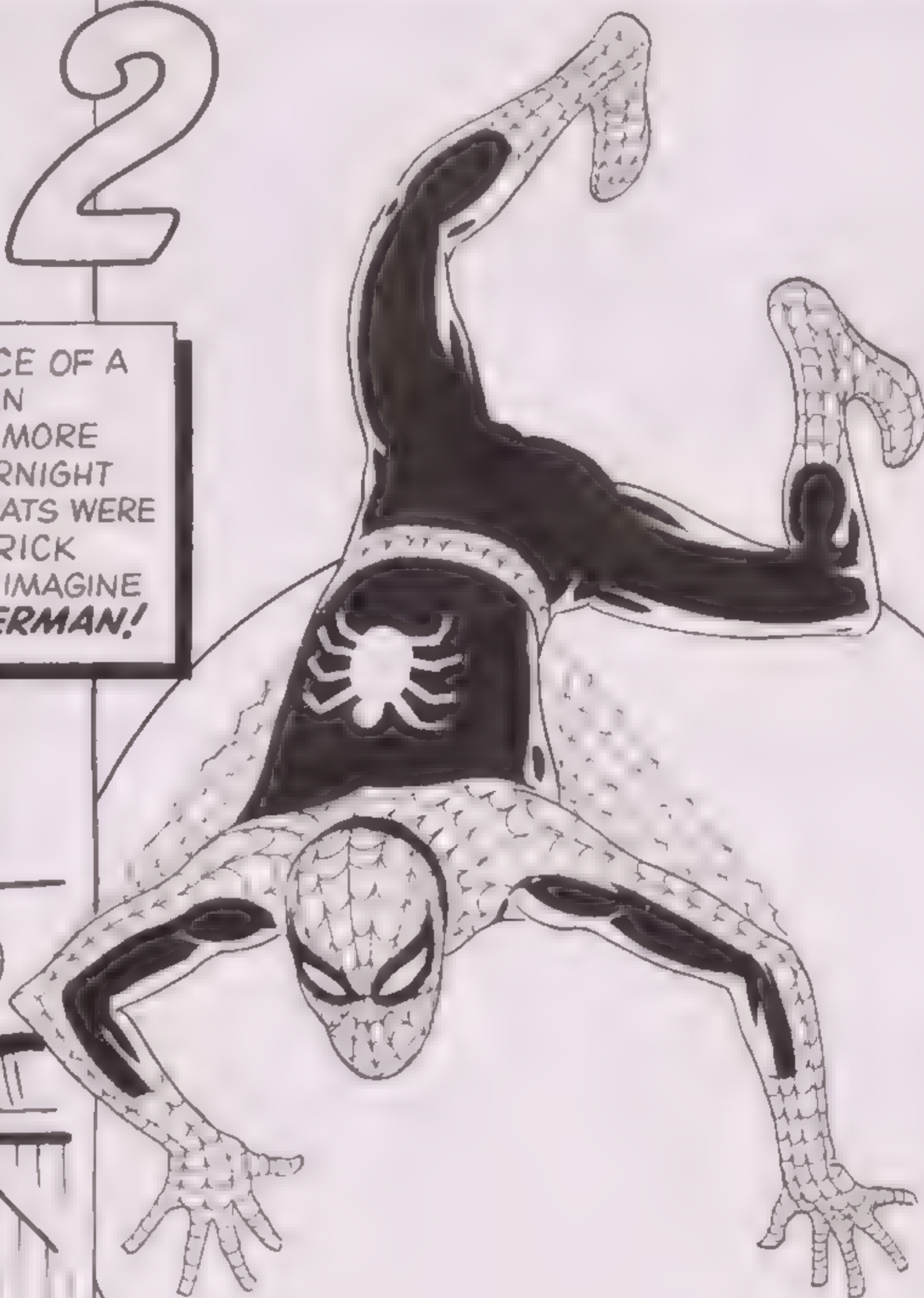
V-789

AMAZING 15-P. 8

# PART 2

NOW ANYBODY WITH THE INTELLIGENCE OF A SEVEN YEAR OLD KNOWS THAT IF A MAN APPEARED ON TV WHO SEEMED TO BE MORE SPIDER THAN HUMAN, HE'D BE AN OVERNIGHT SENSATION! ESPECIALLY WHEN HIS FEATS WERE PERFORMED WITHOUT THE HELP OF TRICK PHOTOGRAPHY! WELL, YOU CAN JUST IMAGINE HOW THE PUBLIC REACTED TO **SPIDERMAN!**

I'M SEEIN' IT WITH MY OWN EYES, AND I **STILL** DON'T BELIEVE IT!



V-789

**SURE** THEY LOOK AMAZED, INCREDIBLE, AWE-STRICKEN! WOULDN'T **YOU???**



AFTER ALL, WHEN WAS THE LAST TIME **YOU** SAW A MAN WITH HIS OWN FANTASTIC SPIDER WEB???



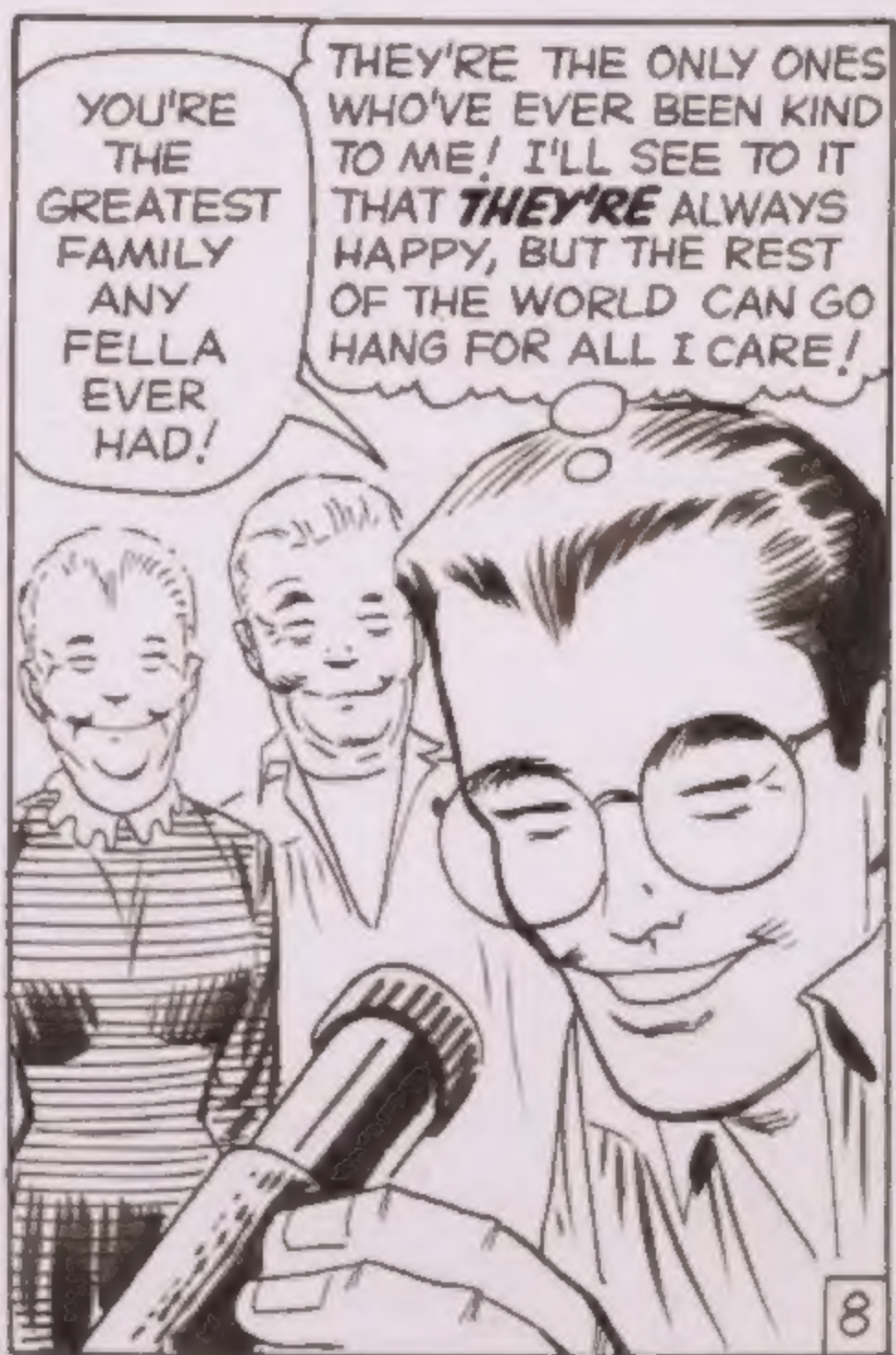
OKAY, SPIDERMAN-- CUT! THAT'S ENOUGH! DON'T SHOW 'EM **TOO MUCH!** LEAVE 'EM BEGGIN' FOR MORE!





Beside panel 3, there's a note from Lee to Ditko: "Steve omit crook! Show door slamming!" with an arrow pointing to the closing elevator, but Ditko seems to have ignored it. Panel 4 appears to have been altered from the initial pencils. A police officer can be seen to the reader's right of the crook's face, as if Ditko had originally drawn the panel with the cop looking through the closing door, then changed the vantage point completely. Also, beside panel 2, there's another note to Ditko that is difficult to translate, but the final half appears to read "...show no B.S. humor! (without guy smiling)".

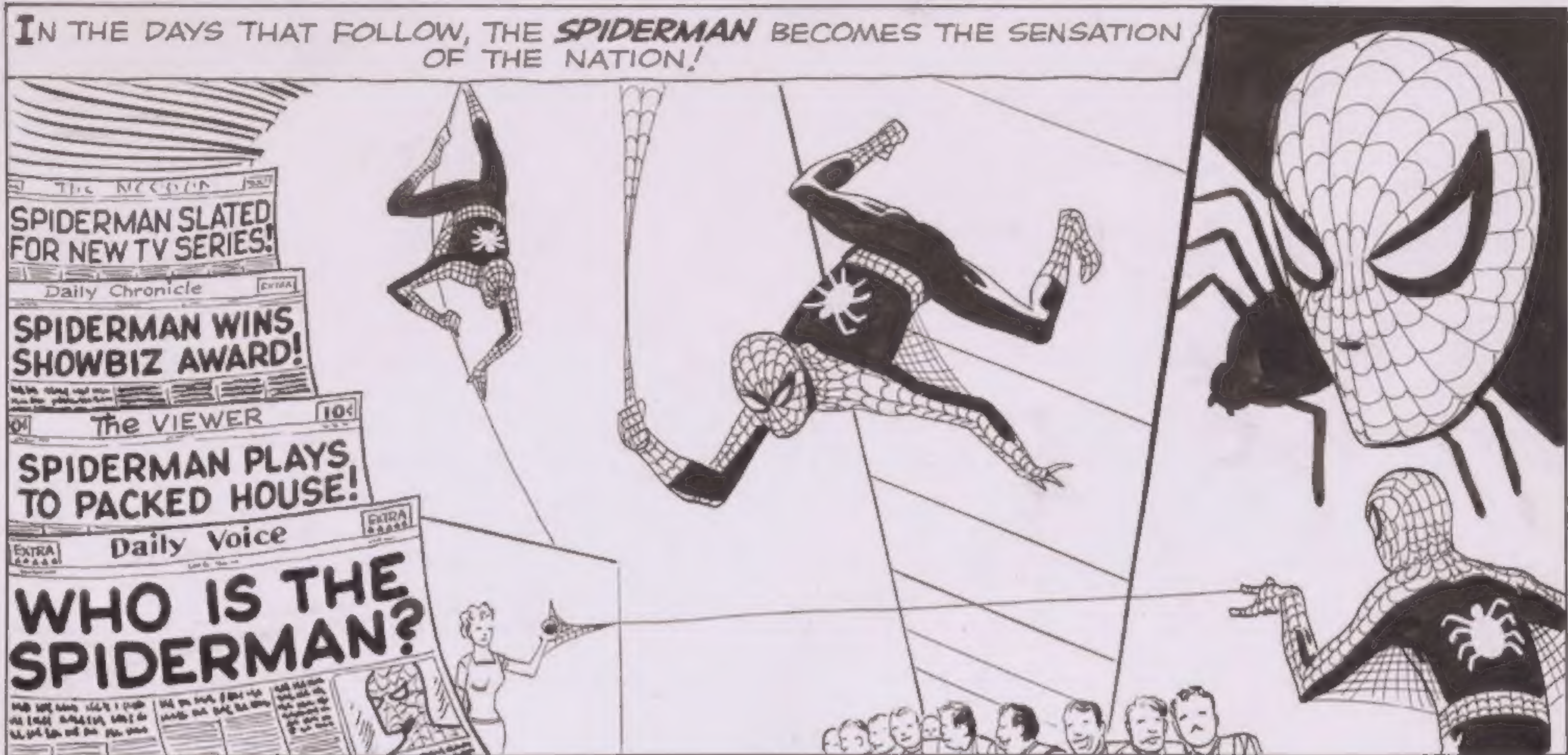
AMAZING 15-P.9





Panel 1 again shows that the spider symbol on the back of his costume was just a circle before white-out or white ink was used to fill in the legs and head. The second last panel has a white-out correction over the "It's been de-" wording and in the last panel, the original pencils show a car being present to the reader's left of the open window.

AMAZING 15-P.10





With many shots of Spider-Man in costume, one marvels at Ditko's attempt to portray the costumed hero with the same body type as his teen-aged alter ego might have. Rather than a bulked-up Captain America, who grew physically when he received his powers, Spider-Man still seems as spindly as Parker (this in sharp contrast to the muscular figure in issue #33, where Ditko has Spider-Man throwing off the machinery in the climatic moment of that famous trilogy.)





In panel five, a cop's head (between the two) was erased. In the bottom left margin, a note from Lee: "Sorry about this - have Steve lift it up" with two arrows—one pointing at the cop on the left and one at the head that has been erased. The page number was moved up, from the bottom right corner of the next-issue caption, to the bottom left panel to accomodate the blurb, likely written after Ditko had penciled the artwork. "Fantasy --" is relettered over white-out, and "Adult Fantasy" can be seen underneath, suggesting that the book's previous title was lettered by accident (or that the story was completed before the name change). "Spiderman" (without the hyphen) finishes the story.

AMAZING 15-P.12

THERE'S NO PLACE ON EARTH WHERE YOU CAN HIDE FROM **ME!**

FIRST, MY WEB WILL RELIEVE YOU OF YOUR GUN!

WHIZZZZT!

AND THEN MY **FISTS** WILL DO THE REST!

THAT-- THAT **FACE!** IT'S-- OH NO, IT **CAN'T** BE!

IT'S THE FUGITIVE WHO RAN PAST ME! THE ONE I DIDN'T STOP WHEN I HAD THE CHANCE!

I HATE TO DO IT, BUT WE'LL HAVE TO RUSH HIM NOW! CAN'T TAKE A CHANCE OF HIM SLIPPING BY IN THE DARK!

CAPTAIN-- **LOOK!!**

IT'S **HIM!**

ON A-- SPIDER'S WEB!

AND, A SHORT DISTANCE AWAY...

MY FAULT-- ALL MY FAULT! IF ONLY I HAD STOPPED HIM WHEN I **COULD** HAVE! BUT I **DIDN'T**-- AND NOW --UNCLE BEN-- IS DEAD...

AND A LEAN, SILENT FIGURE SLOWLY FADES INTO THE GATHERING DARKNESS, AWARE AT LAST THAT IN THIS WORLD, WITH GREAT POWER THERE MUST ALSO COME -- GREAT RESPONSIBILITY!

AND SO A LEGEND IS BORN AND A NEW NAME IS ADDED TO THE ROSTER OF THOSE WHO MAKE THE WORLD OF FANTASY THE MOST EXCITING REALM OF ALL!

BE SURE TO SEE THE NEXT ISSUE OF **AMAZING FANTASY** --- FOR THE FURTHER AMAZING EXPLOITS OF AMERICA'S MOST **DIFFERENT** NEW TEEN-AGE IDOL -- **SPIDERMAN!**

the End